



# WANKA ONLINE INC. 萬咖壹聯有限公司\*

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 1762



## INTERIM REPORT 中期報告

\* For identification purposes only 僅供識別



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## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors

Mr. GAO Dinan (*Chairman and Chief Executive Officer*)

Ms. ZHOU Yan (*resigned on 28 April 2022*)

Mr. NIE Xin

Ms. JIANG Yu (*appointed on 20 July 2022*)

##### Non-executive Directors

Mr. ZHENG Wei

Mr. SONG Chunyu (*resigned on 28 April 2022*)

##### Independent non-executive Directors

Mr. CHEN Baoguo

Mr. JIN Yongsheng

Ms. ZHAO Xuemei (*resigned on 20 July 2022*)

Mr. YU Limin (*appointed on 20 July 2022*)

#### AUDIT COMMITTEE

Mr. CHEN Baoguo (*Chairman*)

Ms. ZHAO Xuemei (*resigned on 20 July 2022*)

Mr. JIN Yongsheng

Mr. YU Limin (*appointed on 20 July 2022*)

#### REMUNERATION COMMITTEE

Mr. JIN Yongsheng (*Chairman*)

Mr. CHEN Baoguo

Mr. NIE Xin

#### NOMINATION COMMITTEE

Mr. GAO Dinan (*Chairman*)

Mr. JIN Yongsheng

Ms. ZHAO Xuemei (*resigned on 20 July 2022*)

Mr. YU Limin (*appointed on 20 July 2022*)

#### COMPANY SECRETARY

Mr. CHAN Chi Keung

#### AUTHORISED REPRESENTATIVES

Mr. GAO Dinan

Mr. CHAN Chi Keung

#### 董事會

##### 執行董事

高弟男先生 (*主席兼首席執行官*)

周豔女士 (*於二零二二年四月二十八日辭任*)

聶鑫先生

蔣宇女士 (*於二零二二年七月二十日獲委任*)

##### 非執行董事

鄭煒先生

宋春雨先生 (*於二零二二年四月二十八日辭任*)

##### 獨立非執行董事

陳寶國先生

金永生先生

趙學梅女士 (*於二零二二年七月二十日辭任*)

余利民先生 (*於二零二二年七月二十日獲委任*)

#### 審核委員會

陳寶國先生 (*主席*)

趙學梅女士 (*於二零二二年七月二十日辭任*)

金永生先生

余利民先生 (*於二零二二年七月二十日獲委任*)

#### 薪酬委員會

金永生先生 (*主席*)

陳寶國先生

聶鑫先生

#### 提名委員會

高弟男先生 (*主席*)

金永生先生

趙學梅女士 (*於二零二二年七月二十日辭任*)

余利民先生 (*於二零二二年七月二十日獲委任*)

#### 公司秘書

陳志強先生

#### 授權代表

高弟男先生

陳志強先生

**AUDITOR**

BDO Limited  
*Certified Public Accountants*  
 25th Floor, Wing On Centre  
 111 Connaught Road Central  
 Hong Kong

**LEGAL ADVISERS**

*As to Hong Kong law:*  
 Wilson Sonsini Goodrich & Rosati  
 Suite 1509, 15F, Jardine House  
 1 Connaught Place  
 Central Hong Kong

**REGISTERED OFFICE**

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 P.O. Box 2681, Grand Cayman KY1-1111  
 Cayman Islands

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

1001 Admiralty Centre Tower 1  
 18 Harcourt Road  
 Hong Kong

**HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN CHINA**

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 Universal Business Park  
 No.10 Jiuxianqiao Road  
 Chaoyang, Beijing  
 PRC

**CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Conyers Trust Company (Cayman) Limited  
 Cricket Square, Hutchins Drive  
 P.O. Box 2681, Grand Cayman KY1-1111  
 Cayman Islands

**核數師**

香港立信德豪會計師事務所有限公司  
*執業會計師*  
 香港  
 中環干諾道中111號  
 永安中心25樓

**法律顧問**

*有關香港法律：*  
 威爾遜·桑西尼·古奇·羅沙迪律師事務所  
 香港中環  
 康樂廣場1號  
 怡和大廈15樓1509室

**註冊辦事處**

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 Cayman Islands

**香港主要營業地點**

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**總部及中國主要營業地點**

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**開曼群島主要股份過戶登記處**

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 Cayman Islands

## CORPORATE INFORMATION

### 公司資料

#### HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

#### PRINCIPAL BANKS

East West Bank (China) Limited  
33/F, Jin Mao Tower  
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Pudong New District  
Shanghai, PRC

HSBC Bank (China) Company Limited Beijing Branch  
1/F, Fortune Financial Center  
No. 5 Dongsanhuan Zhong Road  
Chaoyang District  
Beijing, PRC

China Merchants Bank, Huizhong Beili Branch  
1/F, Building 305  
Chaoyang District  
Beijing, PRC

#### COMPANY WEBSITE

[www.wankaonline.com](http://www.wankaonline.com)

#### STOCK CODE

1762

#### 香港股份過戶登記處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

#### 主要往來銀行

華美銀行(中國)有限公司  
中國上海市  
浦東新區  
世紀大道88號  
金茂大廈33樓

滙豐銀行(中國)有限公司北京分行  
中國北京市  
朝陽區  
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財富金融中心1層

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中國北京市  
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#### 公司網站

[www.wankaonline.com](http://www.wankaonline.com)

#### 股份代號

1762

Dear Shareholders:

For the first half of 2022, numerous cities succeeded in standing to the test of comparatively severe pandemic conditions. In response to the resurgent pandemic impacts, we continued to strengthen our own adaptability and resilience to stabilise the business operations of our Company. On the other hand, we increased and deepened communications with Android-based ecosystem participants through our active promotion efforts to develop the industry standards and industry norms of the Android-based ecosystem, so that such ecosystem would continue to sustain its growth in these special circumstances. We firmly believe that the Company's coordinated advancements with all ecosystem participants over the course of providing services and empowering the Android-based ecosystem will facilitate a healthier ecological development. I am pleased to present the Shareholders our interim report for 2022.

## FINANCIAL PERFORMANCE

For the first half of 2022, we delivered a better performance as compared to the corresponding period in 2021, owing to our experiences accumulated from our two years of operations amid the pandemic outbreak, as well as the customers' continuing recognition of our performance. Our total revenue for the first half of 2022 amounted to RMB1,183.9 million, representing an increase of 16.6% from RMB1,015.2 million for the corresponding period in 2021. Gross profit increased by 7.1% on a period-on-period basis to RMB151.7 million. Operating profit increased by 2.4% on a period-on-period basis to RMB78.4 million. Profit after tax increased by 3.8% on a period-on-period basis to RMB58.7 million.

致各位股東：

二零二二年上半年國內多個城市受到了較為嚴峻的疫情考驗。為應對反覆的疫情影響，我們不斷增強自身適應能力和韌性以保證公司的穩定運營。同時，我們亦在加強與安卓生態參與者溝通的頻次和深度，積極推動建設安卓生態行業標準和行業規範，助力生態在特殊環境下依然可以保持可持續增長。我們堅信在服務和賦能安卓生態的過程中，公司與各生態參與者彼此之間協同進步，生態環境將迎來更加健康地發展，本人欣然向股東提呈我們截至二零二二年度中期業績報告。

## 財務表現

二零二二年上半年，我們憑藉近兩年積累在疫情環境下運營的經驗，以及客戶對我們的持續認可，使得我們可以好於二零二一年同期水平。我們在二零二二年上半年的總收益為人民幣1,183.9百萬元，較二零二一年同期的人民幣1,015.2百萬元增加16.6%。毛利同比增加7.1%至人民幣151.7百萬元。經營溢利同比增加2.4%至人民幣78.4百萬元。稅後利潤同比增加3.8%至人民幣58.7百萬元。

### BUSINESS REVIEW

Considering the impacts on various industries brought by uncertainties including the pandemic outbreak during the first half of 2022, we continued to optimise our strategic planning introduced last year. Our mobile advertising segment continued to focus on placements in mobile games. By tapping into experiences accumulated from years of distribution services, our precision placements can fulfill various requirements for channel-based monetisation and customer acquisition by our customers. In addition, our multidimensional convenient services for our customers, particularly supportive services for creative materials, have earned positive recognitions. Furthermore, we continued to standardise and refine the distribution processes and administrative rules in response to increasingly regulated industry requirements set by various government bodies. For the first half of the year, our revenue from mobile advertising amounted to RMB1,130.0 million, representing a period-to-period increase of 17.4%. Our collaboration with short-form video creators, video self-media creators, key opinion leaders and key opinion consumers enabled us to harness precious experiences for the video ecosystem, while our increasingly deepened understanding of the game industry also increased our efficiency in operating game co-publishing services. For the first half of the year, our revenues from online-video distribution and game co-publishing services amounted to RMB41.1 million and RMB2.3 million, respectively.

By relying on the MHA, the Quick App Alliance and the Intelligent Terminal Golden Seal Alliance (the "ITGSA"), we unswervingly persist in the mission to better empower a spectrum of Android-based ecosystem participants. In 2022, our alliance service system was further enhanced so that we are in a more efficient position to promote industry policies, propose solutions to new industrial challenges, and provide new ideas for ecological development. In the first half of the year, we assisted mobile phone manufacturers and developers from various industries in the PRC to jointly promote the processes of structural migration and technical standards in the mobile computing ecosystem. In addition, we organised various activities to relay the policy orientation, support government decisions, and define high-standard and high-quality products for the Android-based ecosystem to ensure the healthy and stable development of the industry.

### 業務回顧

二零二二年上半年，考慮到疫情等不穩定因素對不同行業的影響，我們延續並優化了去年的戰略規劃。我們的移動廣告業務繼續將投放重點放在移動遊戲領域。運用多年分發所積累的經驗，我們的精準投放有能力滿足各個渠道變現需求和客戶的獲客需求。而我們為客戶提供的多維度便利服務—尤其是在創意素材方面的支持服務獲得了不錯的評價。同時，為響應國內相關部門對於各行業不斷規範化的要求，我們對於分發流程和管理制度亦更加標準化和精細化。上半年我們的移動廣告業務收益為人民幣1,130.0百萬元，同比增加17.4%。我們在與短視頻、視頻自媒體、關鍵意見領袖、關鍵意見消費者等合作使我們在視頻生態積累了寶貴經驗，而對於遊戲行業的不斷加深理解也幫助我們更好的開展我們的遊戲聯運業務。上半年我們的網酷視頻分發及遊戲聯運服務的收益分別為人民幣41.1百萬元及人民幣2.3百萬元。

依託硬核聯盟、快應用聯盟以及移動智能終端生態聯盟更好地賦能廣大安卓生態參與者是我們不變的使命。二零二二年，我們建立了更加完善的聯盟服務體系，以便我們可以更加高效地傳導行業政策、提出行業新痛點的解決方案以及提供生態發展的新思路。在上半年，我們協助中國手機製造商與各行業開發者共同推動移動計算生態的架構遷移和技術標準的進程。我們亦舉辦各類活動傳遞政策導向，支撐政府決策，並為安卓生態定義高標準優質產品，保障行業生態得以健康平穩發展。

In the wake of extensive experiences accumulated from the Quick App technology used for the Internet of Vehicles in the first half of the year, our associated company, Wanxin Chelian, also earned recognition from numerous parties, as evidenced by the expansion of its technical support for Leapmotor vehicles to a full range of Leapmotor vehicle models, as well as the strategic cooperation with Bestune during the year. In consideration that various automobile manufacturers are currently approaching us, we anticipate more brands of smart vehicles will be equipped with the Quick App technology in the future. Meanwhile, due to the collaboration between Wanxin Chelian and various developers, smart vehicles will feature new functions and products, including click-to-run, voice interaction, and multi-device interconnection, through Q-CAR, an in-vehicle Quick App, while accessing a variety of intelligent and personalized application services, such as audio, video, and news and information.

## BUSINESS OUTLOOK

In the second half of 2022, following effective containment of the pandemic outbreak in major Chinese cities, we will be in a better position to provide premium services to various industrial players engaged in the three alliances of Android-based ecosystem. Looking into the second half of the year, we will continue to improve our service system for the alliances by facilitating the marketing and brand building of the alliances, as well as organizing policy promotion and brand-building campaigns, with a view to preparing well for the connection between the upstream and downstream Android-based ecosystem participants. Moreover, our persisted investments in research and development provide our customers with more accurate, efficient, automated and composite placements, and our customers in different industries will be provided with more services customized for their characteristics. While continuing to assess and optimise our business strategies, we will try to venture into new vertical sectors. In terms of the Quick App, driven by our advancement in the development of the Quick App technology in the Internet-of-Vehicles business, we will continue to explore and integrate the advantages of the Quick App technology in the Internet-of-Vehicles business to build the Internet-of-Vehicles ecosystem platform based on car life services. In the second half of the year, Wanxin Chelian will continue its efforts in promoting cooperation with more automotive enterprises and in-vehicle application developers to provide more premium quality, convenient and standardized services to the majority of smart vehicle consumers.

快應用技術於上半年在車聯網領域積累了豐富的經驗，我們的聯營公司萬信車聯也獲得了多方的肯定：對零跑汽車的技術支持將擴展至零跑全系列車型，今年亦與奔騰汽車達成了戰略合作。目前已經有多家車企在與我們溝通，未來將有更多品牌的智能汽車搭載快應用技術；同時，萬信車聯已與多個開發者達成合作，智能汽車將可以通過車載快應用Q-CAR擁有包括新功能產品即點即用、語音交互、多設備互聯等能力，並享受音頻、視頻、新聞資訊等多種智能化個性應用服務。

## 未來展望

二零二二年下半年，國內各主要城市的疫情得到有效控制，我們可以更好地圍繞三大安卓生態聯盟為各行各業提供優質的服務。在下半年，我們將繼續完善公司對聯盟的服務體系，開展聯盟市場化和品牌化建設，舉辦多場政策宣導沙龍和聯盟品牌活動，做好連結上下游安卓生態參與者的服務工作；我們將持續投入研發，為我們的客戶提供更加精準、高效、自動化的複合型投放，同時針對不同行業的客戶的特點為其提供更加定制化的服務；我們將繼續評估並優化我們業務策略，並嘗試擴展新的垂直領域；在快應用方面，憑藉快應用在車聯網領域已取得的成績，我們將持續探索和總結快應用在車聯網方面的優勢，圍繞汽車生活服務打造車聯網生態平台，萬信車聯將在下半年繼續推進與更多汽車企業以及車載快應用開發者的合作，為廣大的智能汽車用戶提供更加優質、便捷、規範的服務。



# CHAIRMAN'S STATEMENT

## 主席報告書

### APPRECIATION

On behalf of the Board, I hereby express my sincere appreciation to the management team and all employees of the Group for their contributions and commitments. The Board also greatly appreciates partners, Shareholders and stakeholders for their continuing support and recognition as they work side by side with us. We will continue to be committed to providing better services to the Android-based ecosystem participants from all sectors and making our best efforts to contribute to the stability and healthy development of the Android-based ecosystem.

#### Mr. GAO Dinan

*Chairman, Executive Director and Chief Executive Officer*

Hong Kong  
26 August 2022

### 致謝

本人僅代表董事會，對本集團的管理團隊和全體員工所付出的努力以及做出的貢獻致以衷心的感謝，董事會亦萬分感激與我們攜手共行的合作夥伴、股東及利益相關者對我們一直以來的支持和肯定。我們將持續於為安卓生態下各行各業的參與者提供更優質的服務，盡最大努力為安卓生態的穩定和健康發展貢獻力量。

#### 高弟男先生

*主席、執行董事兼首席執行官*

香港  
二零二二年八月二十六日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Six Months Ended 30 June 2022 Compared to Six Months Ended 30 June 2021

截至二零二二年六月三十日止六個月與截至二零二一年六月三十日止六個月之比較

		Six months ended 30 June		Period on period 按期 %
		截至六月三十日止六個月		
		2022	2021	
		二零二二年	二零二一年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
<b>Revenue</b>	<b>收益</b>	<b>1,183,874</b>	1,015,151	16.6
Cost of sales	銷售成本	(1,032,175)	(873,461)	18.2
<b>Gross profit</b>	<b>毛利</b>	<b>151,699</b>	141,690	7.1
Other income and gains	其他收入及收益	<b>12,998</b>	8,244	57.7
Selling and distribution expenses	銷售及分銷開支	<b>(9,557)</b>	(8,188)	16.7
Research and development costs	研發成本	<b>(28,284)</b>	(27,141)	4.2
Administrative expenses	行政開支	<b>(31,363)</b>	(25,439)	23.3
Other expenses and losses	其他開支及虧損	<b>(6,422)</b>	(5,893)	9.0
Share-based payment expenses	以股份為基礎的 付款開支	<b>(10,629)</b>	(6,701)	58.6
<b>Operating profit</b>	<b>經營溢利</b>	<b>78,442</b>	76,572	2.4
Finance costs	財務成本	<b>(3,434)</b>	(3,770)	-8.9
Share of losses in associates	分佔聯營公司虧損	<b>(2,022)</b>	(1,720)	17.6
<b>Profit before tax</b>	<b>除稅前溢利</b>	<b>72,986</b>	71,082	2.7
Income tax expense	所得稅開支	<b>(14,245)</b>	(14,484)	-1.7
<b>Profit for the period</b>	<b>期內溢利</b>	<b>58,741</b>	56,598	3.8
<i>Non-HKFRS Measures</i>				
<i>(unaudited)</i>				
<b>Adjusted EBITDA<sup>(1)</sup></b>	<b>經調整EBITDA<sup>(1)</sup></b>	<b>94,030</b>	87,135	7.9
<b>Adjusted net profit<sup>(2)</sup></b>	<b>經調整淨溢利<sup>(2)</sup></b>	<b>69,370</b>	63,299	9.6

Notes:

- (1) Adjusted EBITDA eliminates the effect of depreciation, amortisation, finance costs, income tax and share-based payment expenses.
- (2) Adjusted net profit eliminates the effect of share-based payment expenses.

附註：

- (1) 經調整EBITDA抵銷折舊、攤銷、財務成本、所得稅及以股份為基礎的付款開支。
- (2) 經調整溢利淨額抵銷以股份為基礎的付款開支。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### REVENUES

Our revenues from mobile advertising increased by 17.4% from RMB962.7 million for the six months ended 30 June 2021 to RMB1,130.0 million for the six months ended 30 June 2022, due to the increase in the number of mobile games we advertised for the six months ended 30 June 2022.

In addition, we generated revenues from our online-video distribution services and game co-publishing services in the amount of RMB41.1 million (30 June 2021: RMB46.5 million) and RMB2.3 million (30 June 2021: RMB5.9 million), respectively.

The following table sets forth the comparative figures for the six months ended 30 June 2022 and 2021.

### 收益

我們來自移動廣告的收益由截至二零二一年六月三十日止六個月的人民幣962.7百萬元增加17.4%至截至二零二二年六月三十日止六個月的人民幣1,130.0百萬元，原因為我們於截至二零二二年六月三十日止六個月期間推廣的移動遊戲數量增加。

此外，我們分別自網絡視頻產品分發服務及遊戲聯運服務產生收益金額人民幣41.1百萬元（二零二一年六月三十日：人民幣46.5百萬元）及人民幣2.3百萬元（二零二一年六月三十日：人民幣5.9百萬元）。

下表載列截至二零二二年及二零二一年六月三十日止六個月的比較數字。

#### Six months ended 30 June 截至六月三十日止六個月

		2022 二零二二年		2021 二零二一年	
		<i>RMB'000</i>	<i>% of total revenues</i>	<i>RMB'000</i>	<i>% of total revenues</i>
		人民幣千元	百分比	人民幣千元	百分比
<b>Revenues</b>	<b>收益</b>				
Mobile advertising	移動廣告	1,129,998	95.4%	962,746	94.8%
Online-video distribution	網絡視頻產品分發	41,126	3.5%	46,535	4.6%
Game co-publishing	遊戲聯運	2,274	0.2%	5,870	0.6%
Others*	其他*	10,476	0.9%	-	-
<b>Total</b>	<b>總計</b>	<b>1,183,874</b>	<b>100%</b>	<b>1,015,151</b>	<b>100%</b>

\* Includes revenue from IT development and related services.

\* 包括資訊科技開發及相關服務的收益。

### Mobile Advertising Services

We generated revenues by distributing advertisements of marketers' mobile apps and mobile games in the distribution channels of our MHA members, non-MHA smartphone manufacturers and non-smartphone manufacturer distribution channel suppliers. We also offered a variety of advertising formats across our distribution channels, including app store search ads, in-feed ads, banner ads, interstitial ads and splash screen ads, to suit our customers' specific needs. The following table sets forth a breakdown of our advertising revenues by source for the six months ended 30 June 2022 and 2021:

### 移動廣告服務

我們透過在硬核聯盟成員、非硬核聯盟智能手機製造商及非智能手機製造商分發渠道供應商的分發渠道中分發行業客戶的移動應用程序及移動遊戲廣告以產生收益。我們亦於分發渠道中提供各類廣告形式(包括應用程序商店搜尋廣告、信息流內廣告、橫幅廣告、插頁式廣告及閃屏廣告)以迎合我們客戶的特定需求。下表載列截至二零二二年及二零二一年六月三十日止六個月我們按來源劃分的廣告收益明細：

		Six months ended 30 June 截至六月三十日止六個月			
		2022 二零二二年		2021 二零二一年	
		RMB'000 人民幣千元	% of total revenues 佔總收益的 百分比	RMB'000 人民幣千元	% of total revenues 佔總收益的 百分比
Mobile game distribution	移動遊戲分發	1,114,443	98.6%	905,181	94.0%
Mobile app distribution	移動應用程序分發	15,555	1.4%	57,565	6.0%
<b>Total</b>	<b>總計</b>	<b>1,129,998</b>	<b>100%</b>	<b>962,746</b>	<b>100%</b>

Our mobile advertising revenue generated from distribution of mobile games increased from RMB905.2 million for the six months ended 30 June 2021 to RMB1,114.4 million for the six months ended 30 June 2022, representing an increase of RMB209.2 million, or 23.1%, as compared to the corresponding period in 2021, primarily because we expanded the number of mobile games we marketed during the six months ended 30 June 2022. Our mobile advertising revenue from mobile app distribution decreased from RMB57.6 million for the six months ended 30 June 2021 to RMB15.6 million for the six months ended 30 June 2022, representing a decrease of RMB42.0 million, or 72.9%, as compared to the corresponding period in 2021, primarily due to the decrease in the number of mobile apps we marketed during the six months ended 30 June 2022.

我們來自移動遊戲分發的移動廣告收益由截至二零二一年六月三十日止六個月人民幣905.2百萬元增加至截至二零二二年六月三十日止六個月人民幣1,114.4百萬元，較二零二一年同期增加人民幣209.2百萬元或23.1%。收益增長主要是因為我們截至二零二二年六月三十日止六個月擴大了我們推廣的移動遊戲數量。我們來自移動應用程序分發的移動廣告收益由截至二零二一年六月三十日止六個月人民幣57.6百萬元減少至截至二零二二年六月三十日止六個月人民幣15.6百萬元，較二零二一年同期減少人民幣42.0百萬元，或72.9%，主要是由於截至二零二二年六月三十日止六個月期間我們推廣的移動應用程序數量減少所致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Online-video Distribution Services

Leveraging our success and experience in providing advertising services, we have expanded into additional business verticals and begun establishing our online-video distribution network to unleash new monetisation opportunities in 2018.

With our stable relationships with suppliers of content distribution channels and smartphone manufacturers, especially the MHA members, we integrated the operational know-hows and experience in the field of online-video distribution, and expanded our service offerings to a broader range of marketers.

We generated revenue in the amount of RMB41.1 million for this business line during the first half of 2022, representing a decrease of RMB5.4 million, or 11.6%, as compared to the corresponding period in 2021. The videos we distribute are mainly in the areas of finance, entertainment and movies.

### Game Co-publishing Services

We offer one-stop game co-publishing services to game developers, which include game optimisation, marketing, promotion, distribution, monetisation and other user-related services. Leveraging our extensive experience in game co-publishing, amassed data volume and technical know-how, we actively identified and sourced new as well as optimised existing game content based on our in-depth understanding of user profiles, preferences, tastes, and playing habits. Moreover, based on our close relationship with various smartphone-based distribution channels, we allocated game marketing and promotion resources more efficiently and effectively, with insights into the effect of timing of offer and type of virtual items based on user behavior and in-game spending.

Our revenues from game co-publishing services decreased from RMB5.9 million for the six months ended 30 June 2021 to RMB2.3 million for the six months ended 30 June 2022. As at 30 June 2022, we had co-published 37 mobile games in China.

### 網絡視頻產品分發服務

憑藉我們在提供廣告服務方面的成功及經驗，我們已擴展至更多垂直行業，並於二零一八年開始建立我們的網絡視頻產品分發網絡以釋放新的獲利機會。

憑藉我們與內容分發渠道供應商及智能手機製造商（尤其是硬核聯盟成員）的穩固關係，我們整合於網絡視頻產品分發領域的營運知識經驗，並將我們的服務供應擴展至更廣泛的行業客戶。

該業務在二零二二年上半年產生收益金額人民幣41.1百萬元，而與二零二一年同期相比減少人民幣5.4百萬元，或11.6%。我們分發的視頻主要為金融、娛樂及電影領域。

### 遊戲聯運服務

我們向遊戲開發商提供一站式遊戲聯運服務，包括遊戲優化、營銷、推廣、分發、變現及其他用戶相關服務。憑藉我們豐富的遊戲聯運經驗、所積累的數據及技術經驗，我們根據我們對用戶資料、喜好、品位及暢玩習慣的深入了解，積極識別及物色新遊戲內容以及優化現有遊戲內容。此外，憑藉我們與各種基於智能手機的分發渠道的緊密關係，我們能夠基於用戶行為及遊戲內消費洞察推出時間及虛擬物品類型的影響，更為高效且有效地分配遊戲營銷及推廣資源。

我們自遊戲聯運服務取得收益由截至二零二一年六月三十日止六個月人民幣5.9百萬元減少至截至二零二二年六月三十日止六個月人民幣2.3百萬元。於二零二二年六月三十日，我們於中國已聯運37款移動遊戲。

### COST OF SALES

Our cost of sales is primarily comprised of distribution fees incurred for advertisement placements onto the distribution channels, labor costs and amortisation expenses.

Cost of sales increased by 18.2% from RMB873.5 million for the six months ended 30 June 2021 to RMB1,032.2 million for the six months ended 30 June 2022. This increase was primarily driven by the increase of distribution fees to our distribution channels from RMB856.7 million for the six months ended 30 June 2021 to RMB1,009.1 million for the six months ended 30 June 2022, which was in line with the increase in our revenues during the first half of 2022.

### GROSS PROFIT AND MARGINS

As a result of the foregoing, our gross profit increased by 7.1% from RMB141.7 million for the six months ended 30 June 2021 to RMB151.7 million for the six months ended 30 June 2022. The increase in gross profit was primarily due to the increase in the transaction volume of our mobile advertising business on our platform during the six months ended 30 June 2022.

The decrease in gross profit margin from 14.0% for the six months ended 30 June 2021 to 12.8% for the six months ended 30 June 2022 was primarily due to the increase in cost of traffic acquisition as a result of a more expensive traffic price in our industry.

### OTHER INCOME AND GAINS

Other income and gains increased from RMB8.2 million for the six months ended 30 June 2021 to RMB13.0 million for the six months ended 30 June 2022, primarily due to the increase in our conference service income and the additional deduction of value-added tax arising from preferential tax treatment we recognised.

### 銷售成本

我們的銷售成本主要包括於分發渠道的廣告投放產生的分發費用、勞工成本及攤銷費用。

銷售成本由截至二零二一年六月三十日止六個月的人民幣873.5百萬元增加18.2%至截至二零二二年六月三十日止六個月的人民幣1,032.2百萬元。該增加主要由於我們分發渠道的分發費用由截至二零二一年六月三十日止六個月的人民幣856.7百萬元增加至截至二零二二年六月三十日止六個月的人民幣1,009.1百萬元，該增加與我們於二零二二年上半年的收益增加一致。

### 毛利及毛利率

由於上述理由，我們的毛利由截至二零二一年六月三十日止六個月的人民幣141.7百萬元增加7.1%至截至二零二二年六月三十日止六個月的人民幣151.7百萬元。毛利增加主要是由於我們截至二零二二年六月三十日止六個月期間我們平台上的移動廣告業務的交易量增加所致。

毛利率由截至二零二一年六月三十日止六個月的14.0%下降至截至二零二二年六月三十日止六個月的12.8%，主要由於我們行業的流量價格更昂貴導致流量獲取成本上漲。

### 其他收入及收益

其他收入及收益由截至二零二一年六月三十日止六個月的人民幣8.2百萬元增加至截至二零二二年六月三十日止六個月的人民幣13.0百萬元，主要由於我們的會議服務收入增加以及我們確認的優惠稅項待遇產生的增值稅加計扣除。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses primarily consisted of sales employee salaries and related benefit expenses, traveling costs, conference costs and marketing expenses. Our selling and distribution expenses increased by 16.7% from RMB8.2 million for the six months ended 30 June 2021 to RMB9.6 million for the six months ended 30 June 2022, mainly attributable to the increase in marketing and advertising expenses.

### RESEARCH AND DEVELOPMENT COSTS

Research and development costs primarily included fees paid to third party consulting service providers and employee salaries and related benefit expenses. Our research and development costs increased by 4.2% from RMB27.1 million for the six months ended 30 June 2021 to RMB28.3 million for the six months ended 30 June 2022, primarily due to the increase in the number of our research and development staff.

### ADMINISTRATIVE EXPENSES

Our administrative expenses increased by 23.3% from RMB25.4 million for the six months ended 30 June 2021 to RMB31.4 million for the six months ended 30 June 2022, which was mainly attributable to the increase in staff costs and related expenses.

### OTHER EXPENSES AND LOSSES

Other expenses and losses increased by 9.0% from RMB5.9 million for the six months ended 30 June 2021 to RMB6.4 million for the six months ended 30 June 2022, primarily due to the foreign exchange loss we recognised.

### SHARE-BASED PAYMENT EXPENSES

Our share-based payment expenses increased from RMB6.7 million for the six months ended 30 June 2021 to RMB10.6 million for the six months ended 30 June 2022, because the share-based payment expenses in connection with the RSUs we granted to certain grantees were recognised over the vesting period at a higher weighted-average grant date fair value as compared to the corresponding period in 2021.

### 銷售及分銷開支

銷售及分銷開支主要包括銷售僱員薪金及相關福利開支、差旅成本、會議成本及營銷開支。銷售及分銷開支由截至二零二一年六月三十日止六個月的人民幣8.2百萬元增加16.7%至截至二零二二年六月三十日止六個月的人民幣9.6百萬元，主要由於營銷及廣告開支增加。

### 研發成本

研發成本主要包括向第三方諮詢服務提供商支付的費用及僱員薪金及相關福利開支。我們的研發成本由截至二零二一年六月三十日止六個月的人民幣27.1百萬元增加4.2%至截至二零二二年六月三十日止六個月的人民幣28.3百萬元，主要由於研發員工人數增加。

### 行政開支

我們的行政開支由截至二零二一年六月三十日止六個月的人民幣25.4百萬元增加23.3%至截至二零二二年六月三十日止六個月的人民幣31.4百萬元，主要由於員工成本及相關開支增加。

### 其他開支及虧損

其他開支及虧損由截至二零二一年六月三十日止六個月的人民幣5.9百萬元增加9.0%至截至二零二二年六月三十日止六個月的人民幣6.4百萬元，主要由於我們確認外匯虧損所致。

### 以股份為基礎的付款開支

我們以股份為基礎的付款開支由截至二零二一年六月三十日止六個月的人民幣6.7百萬元增加至截至二零二二年六月三十日止六個月的人民幣10.6百萬元，原因為就我們授予多名承授人的受限制股份單位而言，以股份為基礎的付款開支於歸屬期內以高於二零二一年同期的加權平均授出日期公平值確認。

### OPERATING PROFIT

As a result of the foregoing, our operating profit increased by 2.4% from RMB76.6 million for the six months ended 30 June 2021 to RMB78.4 million for the six months ended 30 June 2022. Operating margin decreased from 7.5% for the six months ended 30 June 2021 to 6.6% for the six months ended 30 June 2022.

### FINANCE COSTS

Our finance costs decreased from RMB3.8 million for the six months ended 30 June 2021 to RMB3.4 million for the six months ended 30 June 2022, primarily due to the lower effective interest rate charged in connection with our new bank borrowings.

### INCOME TAX EXPENSE

Our income tax expense decreased by 1.7% from RMB14.5 million for the six months ended 30 June 2021 to RMB14.2 million for the six months ended 30 June 2022. The decrease was primarily attributable to the increase in deductible expenses as our research and development expenses which are qualified for deductible expenses increased.

### PROFIT FOR THE PERIOD

As a result of the reasons discussed above, profit for the period increased from RMB56.6 million for the six months ended 30 June 2021 to RMB58.7 million for the six months ended 30 June 2022.

### NON-HKFRS MEASURES

To supplement our interim condensed consolidated financial statements, which are presented in accordance with the HKFRSs, we also use adjusted EBITDA and adjusted net profit as additional financial measures, which are unaudited and not required by, or presented in accordance with, HKFRSs. We present these financial measures because they are used by our management to evaluate our financial performance by eliminating the impact of items that we do not consider indicative of our business performance. We also believe that these non-HKFRS measures provide additional information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management compare our financial results across accounting periods and with those of our peer companies.

### 經營溢利

由於上述理由，我們的經營溢利由截至二零二一年六月三十日止六個月的人民幣76.6百萬元增加2.4%至截至二零二二年六月三十日止六個月的人民幣78.4百萬元。經營利潤率由截至二零二一年六月三十日止六個月的7.5%減少至截至二零二二年六月三十日止六個月的6.6%。

### 財務成本

我們的財務成本由截至二零二一年六月三十日止六個月的人民幣3.8百萬元減少至截至二零二二年六月三十日止六個月的人民幣3.4百萬元，主要由於就我們新銀行借款收取的實際利率較低。

### 所得稅開支

我們的所得稅開支由截至二零二一年六月三十日止六個月的人民幣14.5百萬元減少1.7%至截至二零二二年六月三十日止六個月的人民幣14.2百萬元。有關減少主要由於我們符合扣減開支標準的研發開支增加導致扣減開支增加。

### 期內溢利

基於上述所討論的理由，期內溢利由截至二零二一年六月三十日止六個月的人民幣56.6百萬元增加至截至二零二二年六月三十日止六個月的人民幣58.7百萬元。

### 非香港財務報告準則計量

為補充我們根據香港財務報告準則呈列的中期簡明綜合財務報表，我們亦採用未經審核且並非香港財務報告準則規定或並非按其呈列的經調整EBITDA及經調整淨溢利作為額外財務計量。我們呈列該等財務計量乃由於我們的管理層使用彼等消除我們認為對我們業務表現不具指示性的項目的影響，來評估我們的財務表現。我們亦相信，該等非香港財務報告準則計量為投資者及其他人士提供附加資料，使其採用與協助管理層比較跨會計期及同類公司的財務業績相同的方式了解並評估我們的綜合經營業績。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

We define adjusted EBITDA as profit for the period without considering depreciation, amortisation, finance cost, income tax and share-based payment expenses (“Adjusted EBITDA”). We define adjusted net profit as profit for the period without considering share-based payment expenses (“Adjusted Net Profit”). The terms Adjusted EBITDA and Adjusted Net Profit are not defined under the HKFRSs. The use of Adjusted EBITDA and Adjusted Net Profit has material limitations as an analytical tool, as they do not include all items that impact our profit or loss for the relevant years. The effect of items eliminated from Adjusted EBITDA and Adjusted Net Profit is a significant component in understanding and assessing our operating and financial performance.

In light of the foregoing limitations for Adjusted EBITDA and Adjusted Net Profit, when assessing our operating and financial performance, you should not view Adjusted EBITDA and Adjusted Net Profit in isolation or as a substitute for our profit for the period or any other operating performance measure that is calculated in accordance with HKFRSs. In addition, because these non-HKFRS measures may not be calculated in the same manner by all companies, they may not be comparable to other similarly titled measures used by other companies.

The following tables reconcile our Adjusted EBITDA and Adjusted Net Profit for the periods presented to the most directly comparable financial measures calculated and presented in accordance with HKFRSs. Adjusted EBITDA and Adjusted Net Profit are not required by, or presented in accordance with, HKFRSs.

我們將經調整EBITDA界定為期內溢利並未計及折舊、攤銷、財務成本、所得稅及以股份為基礎的付款開支（「經調整EBITDA」）。我們將經調整淨溢利界定為期內溢利而並未計及以股份為基礎的付款開支（「經調整淨溢利」）。香港財務報告準則並無界定經調整EBITDA及經調整淨溢利。使用經調整EBITDA及經調整淨溢利作為分析工具有重大限制，因為其不包括影響相關年度溢利或虧損的全部項目。經調整EBITDA及經調整淨溢利所消除的項目之影響，為了解與評估我們經營及財務表現的重要組成部分。

鑒於上述經調整EBITDA及經調整淨溢利的限制，於評估我們經營及財務表現時，閣下不應單獨閱覽經調整EBITDA及經調整淨溢利或將其視為我們期內溢利，或任何其他按照香港財務報告準則計算的經營表現計量的替代者。此外，由於該等非香港財務報告準則計量可能在不同公司有不同計算方式，因此不可與其他公司使用的類似名稱之衡量方法相比。

下表呈列期內經調整EBITDA及經調整淨溢利調整為根據香港財務報告準則計算及呈列的最具直接可比性的財務計量。經調整EBITDA及經調整淨溢利並非遵照香港財務報告準則規定或按其呈列。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Six months ended 30 June

截至六月三十日止六個月

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Profit for the period</b>	<b>期內溢利</b>	<b>58,741</b>	56,598
Add:	加：		
Depreciation	折舊	3,535	2,474
Amortisation of intangible assets	無形資產攤銷	3,446	3,108
Finance cost	財務成本	3,434	3,770
Income tax expense	所得稅開支	14,245	14,484
Share-based payment expenses	以股份為基礎的付款開支	10,629	6,701
<b>Adjusted EBITDA (unaudited)</b>	<b>經調整EBITDA(未經審核)</b>	<b>94,030</b>	87,135
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Profit for the period</b>	<b>期內溢利</b>	<b>58,741</b>	56,598
Add:	加：		
Share-based payment expenses	以股份為基礎的付款開支	10,629	6,701
<b>Adjusted Net Profit (unaudited)</b>	<b>經調整淨溢利(未經審核)</b>	<b>69,370</b>	63,299

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### SELECTED FINANCIAL INFORMATION FROM OUR CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### 我們綜合財務狀況表的節選財務資料

		As at 30 June 於六月三十日 2022 二零二二年 RMB'000 人民幣千元	As at 31 December 於十二月三十一日 2021 二零二一年 RMB'000 人民幣千元	Change 變動
Cash and bank balance	現金及銀行結餘	480,842	444,883	8.1%
Bank borrowings	銀行借款	194,832	171,647	13.5%
Current assets	流動資產	1,648,957	1,572,878	4.8%
Current liabilities	流動負債	443,412	434,628	2.0%
Net current assets	流動資產淨值	1,205,545	1,138,250	5.9%
Total equity	股權總額	1,466,286	1,390,913	5.4%

#### Cash and Bank Balances

As at 30 June 2022, we had cash and bank balances of RMB480.8 million, as compared with RMB444.9 million as at 31 December 2021. The increase in cash and bank balances was mainly due to the increase of our bank borrowings. Our cash and bank balances were denominated in RMB, Hong Kong dollars and US dollars. We currently do not use any financial instruments for hedging purposes.

#### Bank Borrowings

Our bank borrowings as at 31 December 2021 amounted to RMB171.6 million, among which, (1) the bank borrowings of RMB30.0 million are secured by pledged deposits of RMB30.0 million and US\$1.9 million provided by one of our subsidiaries, (2) the bank borrowings of RMB49.0 million are guaranteed by two of our subsidiaries, (3) the bank borrowings of RMB5.0 million are guaranteed by an independent third party, (4) the bank borrowings of RMB90.0 million are guaranteed by our Company and (5) the bank borrowings of RMB139.0 million are guaranteed by the Controlling Shareholders.

#### 現金及銀行結餘

於二零二二年六月三十日，我們擁有現金及銀行結餘人民幣480.8百萬元，而於二零二一年十二月三十一日則為人民幣444.9百萬元。我們的現金及銀行結餘增加主要由於我們銀行借款的增加。我們擁有的現金及銀行結餘按人民幣、港元及美元計值。我們目前沒有使用任何金融工具進行對沖。

#### 銀行借款

於二零二一年十二月三十一日，我們的銀行借款為人民幣171.6百萬元，其中，(1)銀行借款人民幣30.0百萬元以我們其中一間附屬公司提供的人民幣30.0百萬元及1.9百萬美元已抵押存款作抵押；(2)銀行借款人民幣49.0百萬元由我們的其中兩間附屬公司擔保；(3)銀行借款人民幣5.0百萬元由一名獨立第三方擔保；(4)銀行借款人民幣90.0百萬元由本公司擔保；及(5)銀行借款人民幣139.0百萬元由控股股東擔保。

As at 30 June 2022, our bank borrowings increased to RMB194.8 million, among which, (1) the bank borrowings of RMB41.0 million are secured by pledged deposits of RMB31.6 million and US\$1.8 million provided by two of our subsidiaries, (2) the bank borrowings of RMB70.0 million are guaranteed by one of our subsidiaries, (3) the bank borrowings of RMB90.0 million are guaranteed by our Company, and (4) the bank borrowings of RMB165.0 million are guaranteed by the Controlling Shareholders. All the bank borrowings as at 30 June 2022 were denominated in RMB and will be mature within one year, with fixed interest rates ranging from 3.05% to 4.50% per annum. The increase in bank borrowings was primarily due to the increase in external loans used for our general working capital purposes.

### Net Current Assets

Our net current assets were RMB1,205.5 million as at 30 June 2022, compared to RMB1,138.3 million as at 31 December 2021. Our current assets were RMB1,649.0 million as at 30 June 2022, compared to RMB1,572.9 million as at 31 December 2021, primarily due to the increase in cash and bank balance and accounts receivable. Our prepayments, deposits and other receivables were RMB562.0 million as at 30 June 2022, compared to RMB546.6 million as at 31 December 2021, mainly attributable to the increase in purchase of prepaid data traffic for the Group's business development needs. Our current liabilities were RMB443.4 million as at 30 June 2022, compared to RMB434.6 million as at 31 December 2021, primarily due to the increase in bank borrowings, partially offset by the decrease in other payables and accruals and contract liabilities.

### Total Equity

As at 30 June 2022, our total equity was RMB1,466.3 million, compared to RMB1,390.9 million as at 31 December 2021.

於二零二二年六月三十日，我們的銀行借款增加至人民幣194.8百萬元，其中，(1)銀行借款人民幣41.0百萬元以我們其中兩間附屬公司提供的人民幣31.6百萬元及1.8百萬美元已抵押存款作抵押；(2)銀行借款人民幣70.0百萬元由我們的其中一間附屬公司擔保；(3)銀行借款人民幣90.0百萬元由本公司擔保；及(4)銀行借款人民幣165.0百萬元由控股股東擔保。於二零二二年六月三十日，銀行借款全部以人民幣計值，將於一年內到期，固定年利率介於3.05%至4.50%之間。銀行借款增加主要是由於用於我們一般營運資金用途的外部貸款增加。

### 流動資產淨值

我們的流動資產淨值於二零二二年六月三十日為人民幣1,205.5百萬元，而於二零二一年十二月三十一日則為人民幣1,138.3百萬元。我們的流動資產於二零二二年六月三十日為人民幣1,649.0百萬元，而於二零二一年十二月三十一日則為人民幣1,572.9百萬元，主要由於現金及銀行結餘及應收賬款增加。我們的預付款項、按金及其他應收款項於二零二二年六月三十日為人民幣562.0百萬元，而於二零二一年十二月三十一日為人民幣546.6百萬元，主要乃因本集團業務發展需求購入預付費數據流量增加所致。我們的流動負債於二零二二年六月三十日為人民幣443.4百萬元，而於二零二一年十二月三十一日則為人民幣434.6百萬元，主要由於銀行借款增加，部分被其他應付款項及應計費用以及合約負債減少所抵銷。

### 股權總額

於二零二二年六月三十日，我們的股權總額為人民幣1,466.3百萬元，而於二零二一年十二月三十一日則為人民幣1,390.9百萬元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### KEY FINANCIAL RATIOS

### 主要財務比率

		As at 30 June 於六月三十日 2022 二零二二年	As at 31 December 於十二月三十一日 2021 二零二一年
Current ratio (times) <sup>(1)</sup>	流動比率(倍數) <sup>(1)</sup>	3.7	3.6
Gearing ratio (%) <sup>(2)</sup>	資產負債比率(%) <sup>(2)</sup>	23.6	24.6
		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年	2021 二零二一年
Adjusted net profit margin (%) <sup>(3)</sup>	經調整淨溢利率(%) <sup>(3)</sup>	5.9	6.2

#### Notes:

- (1) Current ratio was calculated based on our total current assets divided by our total current liabilities at the end of each financial period.
- (2) Gearing ratio was calculated based on our total liabilities divided by our total assets at the end of each financial period.
- (3) Adjusted net profit margin was calculated based on our adjusted net profit for the relevant period divided by our total revenue for the same period.

#### 附註：

- (1) 流動比率乃按照我們於各財政期間末的流動資產總值除以我們的流動負債總額計算得出。
- (2) 資產負債比率乃按照我們於各財政期間末的負債總額除以我們的資產總值計算得出。
- (3) 經調整淨溢利率乃按照我們於相關期間的經調整淨溢利除以同一期間的收益總額計算得出。

### Current Ratio

Our current ratio increased from 3.6 as at 31 December 2021 to 3.7 as at 30 June 2022, primarily due to the increase in accounts receivable and cash and bank balance.

### Gearing Ratio

Our gearing ratio decreased from 24.6% as at 31 December 2021 to 23.6% as at 30 June 2022, mainly due to the increase of total assets.

### Adjusted Net Profit Margin

Our adjusted net profit margin decreased from 6.2% for the six months ended 30 June 2021 to 5.9% for the six months ended 30 June 2022, primarily due to the increase in overall operating expenses.

## CAPITAL EXPENDITURE AND INVESTMENTS

Our capital expenditures consist of additions to property, plant and equipment and intangible assets. Our capital expenditures amounted to RMB723,000 and RMB237,000 for the six months ended 30 June 2022 and 2021, respectively.

## FUNDING AND TREASURY POLICIES

We expect to fund our working capital and other capital requirements from a combination of various sources, including but not limited to internal resources and external financing at reasonable market rates. We continue to seek improving the return of the equity and assets while maintaining prudent funding and treasury policies.

### 流動比率

我們的流動比率由二零二一年十二月三十一日的3.6增至二零二二年六月三十日的3.7，主要由於應收賬款增加及現金及銀行結餘增加。

### 資產負債比率

我們的資產負債比率由二零二一年十二月三十一日的24.6%減少至二零二二年六月三十日的23.6%，主要由於總資產增加。

### 經調整淨溢利率

我們的經調整淨溢利率由截至二零二一年六月三十日止六個月的6.2%減少至截至二零二二年六月三十日止六個月的5.9%，主要由於整體營運開支增加。

## 資本開支及投資

我們的資本開支包括添置物業、廠房及設備以及無形資產。我們於截至二零二二年及二零二一年六月三十日止六個月的資本開支分別為人民幣723,000元及人民幣237,000元。

## 融資及財務政策

我們預期綜合多種資源方式為我們的營運資金及其他資金需求融資，包括但不限於內部資源以及按合理市價進行外部融資。我們持續致力改善股本及資產回報，同時保持實施審慎融資及財務政策。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FOREIGN EXCHANGE RISK

Our Group's subsidiaries primarily operate in the PRC and are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar and the Hong Kong dollar. Therefore, foreign exchange risk primarily arose from recognised assets and liabilities in our Group's PRC subsidiaries when receiving or to receive foreign currencies from, or paying or to pay foreign currencies to, overseas business partners. We did not hedge against any fluctuation in foreign currency during the six months ended 30 June 2022 and 2021.

### SIGNIFICANT INVESTMENTS HELD

Our Group did not hold any significant investments in the equity interests of any other companies.

### FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Our Group did not have other plans for material investments and capital assets.

### MATERIAL ACQUISITIONS AND DISPOSALS

Our Group did not have any material acquisitions and disposals of subsidiaries, associated companies or joint ventures.

### PLEDGE OF ASSETS

Certain deposits placed with banks were used as pledged assets for the Group's bank borrowings. For more details, please refer to the Note 16 to the interim condensed consolidated financial statements.

### CONTINGENT LIABILITIES

As at 30 June 2022, we did not have any material contingent liabilities (31 December 2021: Nil).

### INTERIM DIVIDEND

The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

### 外匯風險

本集團附屬公司主要於中國經營業務，面臨不同貨幣（主要為美元及港元）所產生的外匯風險。因此，外匯風險主要來自本集團中國附屬公司向境外業務合作夥伴收取或未來收取外幣或支付或未來支付外幣時所確認的資產及負債。截至二零二二年及二零二一年六月三十日止六個月，我們並無對沖任何外幣波動。

### 所持重大投資

本集團並無持有對任何其他公司股權的任何重大投資。

### 重大投資及資本資產的未來計劃

本集團並無有關重大投資及資本資產的其他計劃。

### 重大收購及出售

本集團並無任何重大收購及出售附屬公司、聯營公司或合營企業。

### 資產抵押

若干抵押予銀行的存款乃用作本集團銀行借款的抵押資產。更多詳情，請參閱中期簡明綜合財務報表附註16。

### 或然負債

於二零二二年六月三十日，我們並無任何重大或然負債（二零二一年十二月三十一日：無）。

### 中期股息

董事會並不建議就截至二零二二年六月三十日止六個月派付中期股息（截至二零二一年六月三十日止六個月：無）。

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As of 30 June 2022, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 of the Listing Rules were as follows:

### Interests of Directors and Chief Executives in the Company or Associated Corporation of the Company

Name	Name of Corporation	Capacity/ Nature of Interest	Number of Shares	Long/short position	Approximate Percentage of Shareholding in the Company <sup>(1)</sup> (%) 佔本公司股權概約百分比 <sup>(1)</sup> (%)
姓名	公司名稱	身份／權益性質	股份數目	好倉／淡倉	
Mr. GAO Dinan <sup>(2)</sup>	The Company	Interest in controlled corporations; interest held jointly	475,940,800	Long position	31.19
高弟男先生 <sup>(2)</sup>	本公司	受控法團權益； 共同持有權益	475,940,800	好倉	31.19
Mr. ZHENG Wei <sup>(3)</sup>	The Company	Interest in controlled corporation; interest held jointly	475,940,800	Long position	31.19
鄭煒先生 <sup>(3)</sup>	本公司	受控法團權益； 共同持有權益	475,940,800	好倉	31.19
Mr. NIE Xin <sup>(4)</sup>	The Company	Beneficial owner	1,587,000	Long position	0.10
聶鑫先生 <sup>(4)</sup>	本公司	實益擁有人	1,587,000	好倉	0.10

Notes:

(1) The calculation is based on the total number of 1,525,743,350 Shares in issue as of 30 June 2022.

## 董事及主要行政人員於股份、相關股份及債權證中的權益及淡倉

截至二零二二年六月三十日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部已通知本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文其被當作或視為擁有的權益及淡倉），或已記入根據證券及期貨條例第352條須予存置的登記冊的權益及淡倉，或根據上市規則附錄10所載標準守則已另行通知本公司及聯交所的權益及淡倉如下：

### 董事及主要行政人員於本公司或本公司相聯法團擁有的權益

附註：

(1) 該計算乃基於截至二零二二年六月三十日已發行股份總數1,525,743,350股股份。



## OTHER INFORMATION

### 其他資料

- (2) Mr. GAO Dinan is deemed to be interested in the entire Shares as of 30 June 2022 (i) held by Wanka Media Limited, a company wholly owned by him and is interested in 277,076,300 Shares; and (ii) held by Mr. ZHENG Wei and his wholly-owned company, Countryside Tech Inc., which is interested in 198,864,500 Shares as they are parties acting in concert.
- (3) Mr. ZHENG Wei is deemed to be interested in the entire Shares as of 30 June 2022 (i) held by Countryside Tech Inc., a company wholly owned by him and is interested in 198,864,500 Shares; and (ii) held by Mr. Gao and his wholly-owned company, Wanka Media Limited, which is interested in 277,076,300 Shares as they are parties acting in concert.
- (4) Mr. NIE Xin is interested in RSUs granted to him under the 2016 Share Incentive Scheme entitling him to receive 1,587,000 Shares.

Save as disclosed above, as of 30 June 2022, none of the Directors or the chief executives of the Company had or was deemed to have any interest or short position in the Shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or required to be recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As of 30 June 2022, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

- (2) 截至二零二二年六月三十日，高弟男先生被視為於(i) Wanka Media Limited(其全資擁有的公司，並於277,076,300股股份中擁有權益)；及(ii)鄭煒先生及其全資擁有公司 Countryside Tech Inc.(於198,864,500股股份中擁有權益)所持全部股份中擁有權益，原因為彼等乃一致行動人士。
- (3) 截至二零二二年六月三十日，鄭煒先生被視為於(i) Countryside Tech Inc.(鄭先生全資擁有的公司，並於198,864,500股股份中擁有權益)；及(ii)高先生及其全資擁有公司 Wanka Media Limited(於277,076,300股股份中擁有權益)所持全部股份中擁有權益，因為彼等乃一致行動人士。
- (4) 聶鑫先生於根據二零一六年股份激勵計劃獲授的受限制股份單位中擁有權益，賦予其權利收取1,587,000股股份。

除上文披露者外，截至二零二二年六月三十日，董事或本公司最高行政人員概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有須根據證券及期貨條例第XV部第7及第8分部通知本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例有關條文其被當作或視為擁有的權益及淡倉)，或須記入根據證券及期貨條例第352條須存置的登記冊的任何權益或淡倉，或根據標準守則須另行通知本公司及聯交所的任何權益或淡倉。

## 主要股東於股份及相關股份的權益及淡倉

截至二零二二年六月三十日，就董事所深知，下列人士(並非董事或本公司最高行政人員)於本公司根據證券及期貨條例第336條規定須存置的登記冊所記錄之股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的權益或淡倉：

## OTHER INFORMATION

## 其他資料

Name	Capacity/Nature of Interest	Number of Shares	Long/short position	Approximate Percentage of Shareholding in the Company <sup>(1)</sup> (%)
姓名	身份／權益性質	股份數目	好倉／淡倉	佔本公司股權概約百分比 <sup>(1)</sup> (%)
Wanka Media Limited <sup>(2)</sup>	Beneficial Interest; interest held jointly with another person	475,940,800	Long position	31.19
Wanka Media Limited <sup>(2)</sup>	實益權益；與另一人士共同持有的權益	475,940,800	好倉	31.19
Mr. GAO Dinan <sup>(2)</sup>	Interest in a controlled corporation; interest held jointly	475,940,800	Long position	31.19
高弟男先生 <sup>(2)</sup>	受控法團權益；共同持有權益	475,940,800	好倉	31.19
Ms. LU Haiyan <sup>(2)</sup>	Interest of spouse	475,940,800	Long position	31.19
陸海燕女士 <sup>(2)</sup>	配偶權益	475,940,800	好倉	31.19
Countryside Tech Inc. <sup>(3)</sup>	Beneficial Interest; interest held jointly with another person	475,940,800	Long position	31.19
Countryside Tech Inc. <sup>(3)</sup>	實益權益；與另一人士共同持有的權益	475,940,800	好倉	31.19
Mr. ZHENG Wei <sup>(3)</sup>	Interest in a controlled corporation; interest held jointly	475,940,800	Long position	31.19
鄭煒先生 <sup>(3)</sup>	受控法團權益；共同持有權益	475,940,800	好倉	31.19
Ms. FENG Chun <sup>(3)</sup>	Interest of spouse	475,940,800	Long position	31.19
馮春女士 <sup>(3)</sup>	配偶權益	475,940,800	好倉	31.19
Korea Investment Partners Co., Ltd. <sup>(4)</sup>	Interest in controlled corporations	104,291,430	Long position	6.84
Korea Investment Partners Co., Ltd. <sup>(4)</sup>	受控法團權益	104,291,430	好倉	6.84
Korea Investment Holdings Co., Ltd. <sup>(4)</sup>	Interest in controlled corporations	104,291,430	Long position	6.84
Korea Investment Holdings Co., Ltd. <sup>(4)</sup>	受控法團權益	104,291,430	好倉	6.84

Notes:

附註：

- (1) The calculation is based on the total number of 1,525,743,350 Shares in issue as of 30 June 2022.
- (2) Mr. GAO Dinan is deemed to be interested in the entire interests as of 30 June 2022 held by (i) Wanka Media Limited, a company wholly owned by him; and (ii) Mr. ZHENG Wei and his wholly-owned company, being Countryside Tech Inc., as they are parties acting in concert. Ms. LU Haiyan, spouse of Mr. GAO Dinan is deemed to be interested in Mr. GAO Dinan's entire interest.

- (1) 該計算乃基於二零二二年六月三十日已發行股份總數1,525,743,350股股份。
- (2) 截至二零二二年六月三十日，高弟男先生被視為於(i)其全資擁有的公司Wanka Media Limited；及(ii)鄭煒先生及其全資擁有的公司Countryside Tech Inc.擁有的全部權益中擁有權益，原因為彼等為一致行動人士。高弟男先生的配偶陸海燕女士被視為於高弟男先生擁有的全部權益中擁有權益。

## OTHER INFORMATION

### 其他資料

- (3) Mr. ZHENG Wei is deemed to be interested in the entire interests as of 30 June 2022 held by (i) Countryside Tech Inc., a company wholly owned by him; and (ii) Mr. GAO Dinan and his wholly-owned company, being Wanka Media Limited, as they are parties acting in concert. Ms. FENG Chun, spouse of Mr. ZHENG Wei, is deemed to be interested in Mr. ZHENG Wei's entire interest.
- (4) The general partnership of both KIP Overseas Expansion Platform Fund ("KIP Overseas") and KIP Bright (Chengdu) Equity Investment Partnership (LP) ("KIP Bright") is Korea Investment Partners Co., Ltd., which is controlled by Korea Investment Holdings Co., Ltd. Therefore, Korea Investment Partners Co., Ltd. and Korea Investment Holdings Co., Ltd. is deemed to be interested in the entire interests as of 30 June 2022 held by KIP Overseas and KIP Bright, namely 98,231,500 and 6,059,930 Shares.

Save as disclosed above, as of 30 June 2022, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

### 2016 SHARE INCENTIVE SCHEME

Our Company adopted its 2016 Share Incentive Scheme as approved by the Board resolution passed on 6 January 2016 and amended by the Board resolution passed on 24 May 2018. The 2016 Share Incentive Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve the grant of options by the Company to subscribe for new Shares.

The purpose of the 2016 Share Incentive Scheme is to incentivise Directors, senior management and employees for their contribution to our Group, to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of our Group by providing them with the opportunity to own equity interests in our Company.

- (3) 截至二零二二年六月三十日，鄭煒先生被視為於(1)其全資擁有的公司Countryside Tech Inc.；及(2)高弟男先生及其全資擁有的公司Wanka Media Limited擁有的全部權益中擁有權益，原因為彼等為一致行動人士。鄭煒先生的配偶馮春女士被視為於鄭煒先生擁有的全部權益中擁有權益。
- (4) KIP Overseas Expansion Platform Fund (「KIP Overseas」)及景誠(成都)股權投資基金合夥企業(有限合夥)(「景誠」)的普通合夥為由Korea Investment Holdings Co., Ltd.控制的Korea Investment Partners Co.,Ltd.。因此，Korea Investment Partners Co., Ltd.及Korea Investment Holdings Co., Ltd.被視為於二零二二年六月三十日於KIP Overseas及景誠持有的全部權益(即98,231,500股及6,059,930股股份)中擁有權益。

除上文所披露者外，截至二零二二年六月三十日，董事並不知悉任何人士(並非董事或本公司最高行政人員)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須予披露的權益或淡倉，或根據證券及期貨條例第336條須記入該條所指的登記冊的權益或淡倉。

### 二零一六年股份激勵計劃

本公司採納於二零一六年一月六日通過的董事會決議案批准的二零一六年股份激勵計劃，並經董事會於二零一八年五月二十四日通過的決議案修訂。由於二零一六年股份激勵計劃並不涉及由本公司授出以認購新股份的購股權，故二零一六年股份激勵計劃毋須遵守上市規則第十七章的條文。

二零一六年股份激勵計劃的目的為透過向董事、高級管理層及僱員提供擁有本公司股權的機會，獎勵彼等為本集團作出的貢獻，吸引、激勵及挽留技術熟練與經驗豐富的人員為本集團的未來發展及擴張而努力。

Persons eligible to receive RSUs under the 2016 Share Incentive Scheme are existing employees, directors (whether executive or non-executive, but excluding independent non-executive directors) or officers of our Company or any member of our Group (the “RSU Eligible Persons”). Our Board selects the RSU Eligible Persons to receive RSUs under the 2016 Share Incentive Scheme at its discretion.

Further details of the 2016 Share Incentive Scheme are set out in the Prospectus and the 2021 annual report of the Company.

As of 30 June 2022, we had granted RSUs representing 62,500,000 Shares to 76 grantees under the 2016 Share Incentive Scheme, including the following senior management and other current or former key employees of our Company, including RSUs granted and vested pursuant to the 2016 Share Incentive Scheme to our Director and senior management as set out below:

本公司或本集團任何成員公司現有僱員、董事（不論執行或非執行董事，但不包括獨立非執行董事）或高級職員均為合資格根據二零一六年股份激勵計劃獲授受限制股份單位的人士（「受限制股份單位合資格人士」）。董事會酌情甄選可根據二零一六年股份激勵計劃獲授受限制股份單位的受限制股份單位合資格人士。

二零一六年股份激勵計劃的進一步詳情載於本公司的招股章程及二零二一年年報。

截至二零二二年六月三十日，我們根據二零一六年股份激勵計劃向76名承授人（包括以下本公司的高級管理人員以及其他現任或前任主要僱員）授出代表62,500,000股股份的受限制股份單位（包括根據二零一六年股份激勵計劃向董事及高級管理人員授出並歸屬的受限制股份單位），載列如下：

Name of Director/ Senior Management	Date of Grant	Number of Shares underlying the RSUs as at 1 January 2022 於二零二二年 一月一日的 受限制股份單位 相關股份數目	Number of Shares underlying the exercised RSUs during the Reporting Period 報告期內已行使 受限制股份單位 相關股份數目	Number of Shares underlying the cancelled RSUs during the Reporting Period 報告期內已註銷的 受限制股份單位 相關股份數目	Number of Shares underlying the lapsed RSUs during the Reporting Period 報告期內已失效 的受限制股份單位 相關股份數目	Number of Shares underlying the RSUs as at 30 June 2022 於二零二二年 六月三十日的 受限制股份單位 相關股份數目	Vesting Period 歸屬期	Exercise Price (US\$) 行使價 (美元)
Ms. ZHOU Yan 周豔女士	30 June 2017 二零一七年 六月三十日	5,000,000 Shares 5,000,000股 股份	5,000,000 Shares 5,000,000股 股份	-	-	-	21 December 2018 二零一八年 十二月二十一日	0.0000002
Mr. GENG Xuefeng 耿學鋒先生	22 June 2018 二零一八年 六月二十二日	325,958 Shares 325,958股 股份	325,958 Shares 325,958股 股份	-	-	-	2019-2022 二零一九年至 二零二二年	0.0000002
Mr. NIE Xin 聶鑫先生	22 March 2019 二零一九年 三月二十二日	1,587,000 Shares 1,587,000 股股份	-	-	-	1,587,000 Shares 1,587,000 股股份	22 March 2020 二零二零年 三月二十二日	0.0000002

## OTHER INFORMATION

### 其他資料

Movements in the number of RSUs outstanding are as follows:

尚未行使的受限制股份單位數目變動如下：

	Number of RSUs 受限制股份單位數目
Outstanding balance as of 1 January 2022	24,524,233
截至二零二二年一月一日的尚未行使結餘	24,524,233
Granted	-
已授出	-
Forfeited	-
已沒收	-
Exercised	(5,325,958)
已行使	(5,325,958)
Outstanding balance as of 30 June 2022	19,198,275
截至於二零二二年六月三十日的尚未行使結餘	19,198,275

### POST-IPO SHARE OPTION SCHEME

On 3 November 2018, the Company adopted the Post-IPO Share Option Scheme, which falls within the ambit of, and is subject to, the regulations under Chapter 17 of the Listing Rules.

The purpose of the Post-IPO Share Option Scheme is to attract, retain and motivate employees, Directors and other participants, and to provide a means of compensating them through the grant of options for their contribution to the growth and profits of the Group, and to allow such employees, Directors and other persons to participate in the growth and profitability of the Group.

Further details of the Post-IPO Share Option Scheme are set out in the Prospectus and the 2021 annual report of the Company.

As of 30 June 2022, no share options have been granted or agreed to be granted under the Post-IPO Share Option Scheme.

### 2019 SHARE INCENTIVE SCHEME

Our Company adopted its 2019 Share Incentive Scheme as approved by the Board resolution passed on 29 August 2019. The 2019 Share Incentive Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve the grant of options by the Company to subscribe for new Shares.

### 首次公開發售後購股權計劃

於二零一八年十一月三日，本公司採納首次公開發售後購股權計劃，該計劃屬於上市規則第十七章的規定範圍並受其規管。

首次公開發售後購股權計劃旨在吸引、挽留及激勵僱員、董事及其他參與者，並透過授出購股權酬謝彼等對本集團增長及溢利所作出的貢獻，並允許該等僱員、董事及其他人士分享本集團的增長及盈利。

有關首次公開發售後購股權計劃的進一步詳情載於本公司的招股章程及二零二一年年報。

截至二零二二年六月三十日，概無根據首次公開發售後購股權計劃授出或同意授出購股權。

### 二零一九年股份激勵計劃

本公司採納於二零一九年八月二十九日通過的董事會決議案批准的二零一九年股份激勵計劃。由於二零一九年股份激勵計劃並不涉及由本公司授出以認購新股份的購股權，故二零一九年股份激勵計劃毋須遵守上市規則第十七章的條文。

The purpose of the 2019 Share Incentive Scheme is to incentivise Directors, senior management and employees for their contribution to our Group, to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of our Group by providing them with the opportunity to own equity interests in our Company.

Persons eligible to receive RSUs under the 2019 Share Incentive Scheme include existing employees, Directors (whether executive or non-executive, but excluding independent non-executive directors) or officers of the Company or any member of the Group (the “2019 RSU Eligible Persons”). Our Board selects the 2019 RSU Eligible Persons to receive RSUs under the 2019 Share Incentive Scheme at its discretion.

Further details of the 2019 Share Incentive Scheme are set out in the 2020 annual report of the Company.

As of 30 June 2022, we had granted RSUs representing 91,738,000 Shares to 40 grantees under the 2019 Share Incentive Scheme, and none of them is the director or senior management of the Company.

Movements in the number of RSUs outstanding are as follows:

二零一九年股份激勵計劃的目的為透過向董事、高級管理層及僱員提供擁有本公司股權的機會，獎勵彼等為本集團作出的貢獻，吸引、激勵及挽留技術熟練與經驗豐富的人員為本集團的未來發展及擴張而努力。

本公司或本集團任何成員公司現有僱員、董事（不論執行或非執行董事，但不包括獨立非執行董事）或高級職員均為合資格根據二零一九年股份激勵計劃獲授受限制股份單位的人士（「二零一九年受限制股份單位合資格人士」）。董事會酌情甄選可根據二零一九年股份激勵計劃獲授受限制股份單位的二零一九年受限制股份單位合資格人士。

有關二零一九年股份激勵計劃的進一步詳情載於本公司的二零二零年年報。

截至二零二二年六月三十日，我們根據二零一九年股份激勵計劃向40名承授人授出代表91,738,000股股份的受限制股份單位，彼等均非本公司的董事或高級管理人員。

尚未行使的受限制股份單位數目變動如下：

	<b>Number of RSUs</b> <b>受限制股份單位數目</b>
Outstanding balance as of 1 January 2022 截至二零二二年一月一日的尚未行使結餘	33,168,000
Granted 已授出	40,080,000
Forfeited 已沒收	-
Exercised 已行使	(8,000,000)
Outstanding balance as of 30 June 2022 截至二零二二年六月三十日的尚未行使結餘	65,248,000

## OTHER INFORMATION

### 其他資料

#### USE OF NET PROCEEDS FROM LISTING

The Shares of the Company were listed on the Main Board of the Stock Exchange on 21 December 2018 by way of Global Offering, raising total net proceeds of approximately HK\$194.7 million (equivalent to approximately RMB171.2 million) after deducting professional fees, underwriting commissions and other related listing expenses.

As of 30 June 2022, the Group had utilized the proceeds as set out in the table below:

#### 上市所得款項淨額用途

本公司股份於二零一八年十二月二十一日以全球發售方式在聯交所主板上市，籌集所得款項淨額總額約194.7百萬港元（相當於約人民幣171.2百萬元）（經扣除專業費用、包銷佣金及其他有關上市開支）。

截至二零二二年六月三十日，本集團已動用下表所載的所得款項：

		Net proceeds from the IPO		Utilization up to 30 June 2022		Utilization during the Reporting Period		Unutilized proceeds		Expected timeline for the use of unutilized proceeds 尚未動用所得款項之預期使用時間表
		首次公開發售所得款項淨額	截至二零二二年六月三十日已動用款項	於報告期間已動用款項	未動用所得款項					
		HK\$' million	RMB' million	HK\$' million	RMB' million	HK\$' million	RMB' million	HK\$' million	RMB' million	
		百萬港元	百萬元	百萬港元	百萬元	百萬港元	百萬元	百萬港元	百萬元	
Strengthening research and development capabilities	加強研發能力	58.4	51.4	58.4	51.4	-	-	-	-	-
Promoting the development standard of Quick Apps	提升快應用程序的開發標準	58.4	51.4	50.7	44.6	2.6	2.3	7.7	6.8	2023 二零二三年
Expanding service offerings and strengthening ecosystem	擴大服務範圍及加強生態系統	29.2	25.7	29.2	25.7	-	-	-	-	-
Expanding monetization channels and strengthening sales and marketing capabilities	擴展變現渠道以及增強銷售及營銷能力	29.2	25.7	29.2	25.7	-	-	-	-	-
Working capital and general corporate uses	營運資金及一般企業用途	19.5	17.0	19.5	17.0	-	-	-	-	-
<b>Total</b>	<b>總計</b>	<b>194.7</b>	<b>171.2</b>	<b>187.0</b>	<b>164.4</b>	<b>2.6</b>	<b>2.3</b>	<b>7.7</b>	<b>6.8</b>	

The remaining balance of the net proceeds was placed with banks. There has been no change in the intended use of net proceeds as previously disclosed in the Prospectus and the Group will apply the remaining net proceeds in the manner set out in the Prospectus.

所得款項淨額餘下結餘已存入銀行。招股章程先前披露的所得款項淨額預期用途並無變動，本集團將按招股章程所載方式應用餘下所得款項淨額。

## ISSUE FOR CASH OF EQUITY SECURITIES

To strengthen the financial position of the Group and provide working capital to the Group, the Company completed the placing of 135,000,000 new Shares at the placing price of HK\$1.45 per Share (the “Placing”) in March 2021, and received the net proceeds from the Placing of approximately HK\$189.0 million (equivalent to approximately RMB157.8 million) after deducting the expenses incurred in connection with the Placing.

As of 30 June 2022, the Group had utilized the proceeds as set out in the table below:

## 股本證券發行以換取現金

為加強本集團的財務狀況並向本集團提供營運資金，本公司於二零二一年三月完成以每股1.45港元的配售價配售135,000,000股新股份（「配售事項」），並於扣除就配售事項產生的開支後收取配售事項所得款項淨額約189.0百萬港元（相當於約人民幣157.8百萬美元）。

截至二零二二年六月三十日，本集團已動用下表所載的所得款項：

		Net proceeds from the Placing		Utilization up to 30 June 2022		Utilization during the Reporting Period		Unutilized proceeds		Expected timeline for the use of unutilized proceeds 尚未動用所得款項之預期使用時間表
		配售事項所得款項淨額	截至二零二二年六月三十日已動用款項	於報告期間已動用款項	未動用所得款項					
		HK\$' million 百萬港元	RMB' million 人民幣 百萬元	HK\$' million 百萬港元	RMB' million 人民幣 百萬元	HK\$' million 百萬港元	RMB' million 人民幣 百萬元	HK\$' million 百萬港元	RMB' million 人民幣 百萬元	
Further develop the Group's existing business lines	進一步發展本集團現有業務線	113.4	94.7	54.4	45.4	28.5	23.8	59.0	49.3	2023 二零二三年
Enhance the Group's digital infrastructure and for research and development of new internet and technological solutions	加強本集團的數字基礎設施，研開新互聯網及技術解決方案	56.7	47.3	21.0	17.5	8.2	6.8	35.7	29.8	2023 二零二三年
General working capital uses	一般營運資金用途	18.9	15.8	12.1	10.1	4.6	3.8	6.8	5.7	2023 二零二三年
<b>Total</b>	<b>總計</b>	<b>189.0</b>	<b>157.8</b>	<b>87.5</b>	<b>73.0</b>	<b>41.3</b>	<b>34.4</b>	<b>101.5</b>	<b>84.8</b>	

The remaining balance of the net proceeds from the Placing was placed with banks. There has been no change in the intended use of net proceeds and the net proceeds from the Placing have been and will be applied in the manner consistent with the use of proceeds as disclosed above.

配售事項所得款項淨額餘下結餘已存入銀行。所得款項淨額預期用途並無變動且配售事項所得款項淨額已經並將按與上文所披露的所得款項用途一致的方式動用。



## OTHER INFORMATION

### 其他資料

#### CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures, uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of business, to ensure that its affairs are conducted in accordance with applicable laws and regulations and to enhance the transparency and accountability of the Board to all shareholders. The Company has adopted the CG Code as set out in Appendix 14 to the Listing Rules as its own code of corporate governance.

For the six months ended 30 June 2022, the Company has complied with all applicable code provisions set out in the CG Code, except for the following deviations from code provisions C.2.1 of part 2 of the CG Code.

Under code provision C.2.1 of part 2 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by the different individuals. Mr. GAO Dinan is the Chairman and Chief Executive Officer of the Company. The Board believes that vesting the roles of both chairman and chief executive officer in Mr. GAO Dinan has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. In light of the above, the Board considers that the deviation from the code provision C.2.1 of part 2 of the CG Code is appropriate in the circumstances of the Company. The Board will continue to review and consider splitting the roles of Chairman and Chief Executive Officer of the Company at a time when it is appropriate by taking into account the circumstances of the Group as a whole.

The Company will continue to regularly review and monitor its corporate governance practices to ensure compliance with the CG Code and maintain a high standard of corporate governance practices of the Company.

#### 企業管治常規

本公司致力於維持及推行嚴格的企業管治。本公司企業管治的原則是推廣有效的內部控制措施，於業務各個方面秉持高標準的道德水平、透明度、責任承擔及誠信，確保所有事宜均按照相關法律法規開展，增進董事會工作的透明度及加強董事會對全體股東的責任承擔。本公司已採納上市規則附錄十四所載的企業管治守則作為其自身的企業管治守則。

於截至二零二二年六月三十日止六個月，本公司一直遵守企業管治守則載列的所有適用守則條文，惟下述偏離企業管治守則第二部分之守則條文第C.2.1條除外。

根據企業管治守則第二部分之守則條文第C.2.1條，主席與行政總裁的職務應予區分，應由不同人士擔任。高弟男先生為本公司主席兼行政總裁。董事會認為讓高弟男先生兼任主席與行政總裁的職務有利於確保本集團內之貫徹領導，令本集團的整體戰略規劃更有效及高效。董事會認為，現時安排不會損害權力與授權的平衡，且此架構可使本公司快速有效地制定並執行決策。鑒於以上所述，董事會認為就本公司的情况而言，偏離企業管治守則第二部分之守則條文第C.2.1條實屬適當。董事會將持續檢討本集團的整體情况，適時將本公司主席與行政總裁的職務區分。

本公司將繼續定期審閱及監察企業管治常規，確保本公司遵守企業管治守則及維持高標準的企業管治常規。

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding directors' securities transactions. Having made specific enquiries of all Directors, each of the Directors has confirmed that he/she has complied with the required standards as set out in the Model Code during the six months ended 30 June 2022.

The Group's employees, who are likely to be in possession of inside information of the Group, are also subject to the Model Code for securities transactions. No incident of non-compliance of the Model Code by the employees was noted by the Company.

## DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group during the six months ended 30 June 2022.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is the Board's responsibility to ensure that the Company has established and maintained adequate and effective risk management and internal control systems. The Board delegates its responsibility to the Audit Committee to review the establishment and practices of management with respect to risk management and internal control systems formally on a half yearly basis. The Audit Committee also reviews the effectiveness of the risk management and internal control systems on an annual basis. The Board is also responsible for overseeing the key risks of the Company, including determining the level of risk the Company expects and is able to take, and proactively considering, analyzing and formulating strategies to manage the key risks that the Company is exposed to. The Audit Committee oversees the management of the design, implementation and monitoring of risk management and internal control systems. The senior management team also provides all necessary and relevant information to the Board, giving the Directors sufficient explanation and information they need to discharge their responsibilities and make an informed assessment of financial and other information put before them for approval. The internal audit team of the Company has direct reporting lines to the Audit Committee. These systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

## 證券交易標準守則

本公司已就董事進行證券交易採納標準守則作為其自身的行為守則。經向全體董事作出具體查詢，各董事已確認，彼於截至二零二二年六月三十日止六個月已遵守標準守則所載的規定標準。

可能掌握本集團內幕消息的本集團僱員亦須遵守證券交易的標準守則。本公司並不知悉有關僱員違反標準守則之事件。

## 董事於競爭業務的權益

於截至二零二二年六月三十日止六個月內，概無董事直接或間接從事任何與本集團業務發生競爭或可能發生競爭的業務或於該等業務中擁有任何權益。

## 風險管理及內部控制

董事會確認會負責確保本公司設立及維持充分及有效的風險管理及內部監控系統。審核委員會代表董事會每半年度正式審閱管理層在風險管理及內部監控系統方面的建設及執行工作，每年檢討風險管理及內部監控系統的有效性。董事會亦負責監管本公司所面臨的關鍵風險，包括釐定本公司所預期及能夠承受的風險水平，並積極考慮、分析及制訂策略以管理本公司所面臨的關鍵風險。審核委員會監督管理層在風險管理及內部監控系統的設計、執行及監察方面的工作。高級管理團隊亦向董事會提供一切所需及相關的資料，給予董事履行職責所需的充分說明及資料，以及使董事可在財務及其他資料提呈待其批准時能作出知情評估。本公司內部審核部門與審核委員會之間建立了直接匯報關係。該等系統旨在管理，而不能完全消除可能令本公司無法實現業務目標的風險，對重大的失實陳述或損失作出合理而非絕對的保證。

## OTHER INFORMATION

### 其他資料

We have designated responsible personnel in our Company to monitor the ongoing compliance by our Company with the relevant PRC laws and regulations that govern our business operations and oversee the implementation of any necessary measures. In addition, we plan to provide our Directors, senior management and relevant employees with continuing training programs and/or updates regarding the relevant PRC laws and regulations on a regular basis with a view to proactively identify any concerns and issues relating to any potential non-compliance. In addition, we have adopted a set of internal rules and policies governing the conduct of our employees. We have established a monitoring system to implement anti-bribery and anti-corruption measures so as to ensure that our employees comply with our internal rules and policies as well as the applicable laws and regulations. For example, our management is responsible for conducting a fraud and bribery risk assessment on an annual basis and our Audit Committee reviews and approves our annual risk assessment results and policies. We have also identified certain forbidden conducts in our internal anti-bribery and anti-corruption policies, including, among others, the prohibition to acceptance of bribes or rebates, embezzlement or misappropriation of our assets, and forgery or alteration of our accounting records.

#### Risk Management

The Company is committed to continuously improving the risk management system, including structure, process and culture, through the enhancement of risk management ability, to ensure long-term growth and sustainable development of the Company's business. The Company has established a risk management system which sets out the roles and responsibilities of each relevant party as well as the relevant risk management policies and processes. Each business group of the Company, on a regular basis, identifies and assesses risk factors that may negatively impact the achievement of its objectives, and formulates appropriate response measures.

The Audit Committee assists the Board in supervising the overall risk status of the Company and evaluating the change in the nature and severity of the Company's major risks. The Audit Committee considers that the management of the Company has taken appropriate measures to address and manage the key risks which they are responsible for at a level acceptable to the Board.

我們已指定本公司負責人員監督本公司持續遵守中國相關法律及法規(管治我們的業務運營及監督任何必要措施的實施)的情況。此外，我們計劃向董事、高級管理層及相關僱員提供持續培訓課程及／或定期更新中國相關法律及法規的資料，旨在積極發現有關任何潛在不合規情況的任何關切及問題。此外，我們已採納一系列規管我們僱員行為的內部規則及政策。我們已建立監察系統以實施反賄賂及反貪污措施，從而確保僱員遵守內部規則及政策以及適用法律及法規。例如，管理層負責每年進行欺詐及賄賂風險評估，而審核委員會會對我們的年度風險評估結果及政策進行審批。我們亦於內部反賄賂及反貪污政策中列明若干禁止行為，其中包括禁止收受賄賂或回扣、侵佔或挪用我們的資產及偽造或更改我們的會計記錄。

#### 風險管理

本公司一直致力不斷完善風險管理系統，包括架構、程序與文化，通過提升風險管理的能力，確保本公司業務的長遠增長和持續發展。本公司已建立風險管理系統，當中載有各相關方的角色及職責，以及相關風險管理政策和流程。本公司各事業群定期對可能對其目標實現產生不利影響的風險因素進行識別和評估，並制訂相應的風險應對措施。

審核委員會協助董事會監察本公司整體的風險狀況，並檢討本公司重大風險的性質及嚴重程度的轉變。審核委員會認為本公司管理層已採取適當的措施以應對及管理關鍵風險至董事會可接受的風險水平。

The Audit Committee, on behalf of the Board, continuously reviews the risk management and internal control systems. The review process comprises, among other things, meetings with management of business groups, internal audit team, legal, personnel and the external auditors, reviewing the relevant work reports and information of key performance indicators, and discussing the major risks with the senior management of the Company. The Board is of the view that throughout the six months ended 30 June 2022, the risk management and internal control systems of the Company are effective and adequate.

In addition, the Board believes that the Company's accounting and financial reporting functions have been performed by staff with the appropriate qualifications and experience and that such staff receives appropriate and sufficient training and development. Based on the work report from the Audit Committee, the Board also believes that the Company's internal audit function is adequate with sufficient resources and budget. The relevant staff has appropriate qualifications and experience, and receives sufficient training and development.

## HUMAN RESOURCES

The Group had 233 employees as at 30 June 2022. The Group enters into employment contracts with its employees to cover matters such as position, term of employment, wage, employee benefits and liabilities for breaches and grounds for termination. Remuneration of the Group's employees includes basic salaries, allowances, bonus and other employee benefits, and is determined with reference to their experience, qualifications and general market conditions. The emolument policy for the employees of the Group is set up by the Board on the basis of their merit, qualification and competence.

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualifying employees in Hong Kong under the rules and regulations of the Mandatory Provident Fund Schemes Authority. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. Contributions are made based on a percentage of the participating employees' relevant income from the Group. When an employee leaves the MPF Scheme, the mandatory contributions are fully vested with the employee. The employees of the PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The employees of the PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to this retirement benefits scheme is to make the required contributions under the scheme.

審核委員會代表董事會持續檢討風險管理及內部監控系統。檢討的程序包括(但不限於)與各事業群管理團隊、內部審核部門、法務人員以及外聘核數師舉行會議, 審閱相關工作報告和關鍵業績指標信息, 以及與本公司高級管理層討論重大風險。就截至二零二二年六月三十日止六個月而言, 董事會認為本公司的風險管理及內部監控系統有效及充足。

另外, 董事會信納, 本公司的會計及財務報告職能已由具有適當資歷及經驗的員工履行, 且該等員工已接受合適而充分的培訓及發展。基於審核委員會的工作報告, 董事會亦信納, 本公司的內部審核職能充足, 具有足夠的資源及預算。相關員工擁有適當的資歷及經驗、已獲得充分的培訓及發展。

## 人力資源

於二零二二年六月三十日, 本集團有233名員工。本集團與僱員訂立僱傭合約, 訂明職位、僱用年期、工資、僱員福利、違約責任及終止理由等事宜。本集團僱員的薪酬包括基本薪金、津貼、花紅及其他僱員福利, 並參考彼等之經驗、資歷及一般市場狀況釐定。本集團僱員的薪酬政策由董事會根據僱員的長處、資歷及能力而制定。

本集團根據強制性公積金計劃管理局之規則及規例為全體香港合資格僱員提供強制性公積金計劃(「強積金計劃」)。強積金計劃資產與本集團資產分開持有, 由受託人管理之基金持有。按照參與僱員從本集團所得相關收入之百分比供款。當僱員退出強積金計劃時, 強制性供款全數歸僱員所有。中國附屬公司的僱員均為中國政府運作的國家管理退休福利計劃成員。中國附屬公司的僱員須按其薪酬的若干百分比向退休福利計劃供款, 以撥付福利。就此退休福利計劃而言, 本集團的唯一責任乃根據該計劃作出規定的供款。

## OTHER INFORMATION

### 其他資料

#### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Except for issuance of new shares under the 2019 Share Incentive Scheme as disclosed in the Company's announcement dates as of April 28, 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2022.

#### AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee was established with written terms of reference in compliance with the CG Code. As at the date of this report, the Audit Committee comprises three members, namely Mr. CHEN Baoguo, Mr. JIN Yongsheng and Mr. YU Limin, all of them are independent non-executive Directors. Mr. CHEN Baoguo is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited interim consolidated financial statements of the Group for the six months ended 30 June 2022. The Audit Committee has also reviewed the accounting policies and practices adopted by the Company and discussed matters in relation to, among others, risk management, internal control and financial reporting of the Group with senior management. Based on this review and discussions with the management, the Audit Committee was satisfied that the Group's unaudited interim consolidated financial statements were prepared in accordance with applicable accounting standards and fairly present the Group's financial position and results for the six months ended 30 June 2022.

The interim consolidated financial statements of the Group for the six months ended 30 June 2022 have not been audited or reviewed by BDO Limited, the Company's Auditor.

#### CHANGES IN INFORMATION OF DIRECTORS

The changes in the information of the Directors as required to be disclosed pursuant to Rule 13.51B of the Listing Rules, since the publication of the 2021 annual report of the Company, are set out below:

#### 購買、出售或贖回本公司上市證券

本公司日期為二零二二年四月二十八日的公告所載列的於二零一九年股份激勵計劃項下發行新股外，於截至二零二二年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

#### 審核委員會及審閱財務報表

審核委員會已告成立，並根據企業管治守則制定其書面職權範圍。於本報告日期，審核委員會包括三名成員，即陳寶國先生、金永生先生及余利民先生，彼等全部為獨立非執行董事。陳寶國先生為審核委員會主席。

審核委員會已審閱本集團於截至二零二二年六月三十日止六個月的未經審核中期綜合財務報表。審核委員會亦已審閱本公司所採納的會計政策及常規，並與高級管理層討論有關（其中包括）本集團風險管理、內部控制及財務匯報等事宜。根據該審閱及與管理層的討論，審核委員會已信納本集團的未經審核中期綜合財務報表已根據適用會計準則編製及公平呈列本集團於截至二零二二年六月三十日止六個月的財務狀況及業績。

本集團截至二零二二年六月三十日止六個月的中期綜合財務報表未經本公司核數師香港立信德豪會計師事務所有限公司審核或審閱。

#### 董事資料變更

自本公司刊發二零二一年年報以來，本公司須根據上市規則第13.51B條予以披露的董事資料變動載列如下：

### Appointment of Directors

**Ms. JIANG Yu**, aged 39, has been appointed as an executive director of the Company with effect from 20 July 2022. She joined the Group in January 2019 as a senior vice president and is primarily responsible for the corporate and business development of the Group. She has over 15 years of experience in the technology industry. Prior to joining the Group, she served as a business development manager at Beijing AirInbox Information Technologies Co., Ltd. (北京空中信使信息技術有限公司) from July 2007 to March 2010, a consolidated affiliated entity of KongZhong Corporation (空中網), a company previously listed on Nasdaq (stock symbol: KZ) and privatized in April 2017. From March 2010 to April 2015, she served as the director of mobile business department of Shenzhen Aisidi Co., Ltd. (深圳市愛施德股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 002416). From April 2015 to December 2018, she served as a vice president of an internet startup company.

Ms. Jiang obtained a bachelor's degree in electronics and communication from Hunan University (湖南大學) and an MBA degree from Peking University (北京大學) in July 2006 and July 2017, respectively.

**Mr. YU Limin**, aged 43, has been appointed as an independent non-executive director of the Company, a member of the Audit Committee and a member of the Nomination Committee, all with effect from 20 July 2022. He has over 20 years of experience in financial management and investment. He served as a project manager of audit department at Beijing Tin Wha Certified Public Accountants (北京天華會計師事務所) from July 2001 to May 2004. From June 2004 to March 2005, he served as an investment manager of Tianhua International Investment Services Co., Ltd. (天華國際投資服務有限公司). From April 2005 to August 2009, he served as a senior investment manager of Beijing Zodi Investment Co., Ltd. (北京中迪投資股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 000609). From August 2010 to March 2015, he served as the head of investment and development department of Tianjin New Financial Investments Co., Ltd. (天津新金融投資有限責任公司). From April 2015 to December 2017, he served as the assistant president and director of corporate finance department at Luyu Ecosystem Engineering Co., Ltd. (路域生態工程有限公司). Since December 2018, he has served as a senior project manager of audit department at Zhongxingcai Guanghua Certified Public Accountants LLP (中興財光華會計事務所 (特殊普通合夥)).

### 董事委任

**蔣宇女士**，39歲，已獲委任為本公司執行董事，自二零二二年七月二十日起生效。彼於二零一九年一月加入本集團擔任高級副總裁，主要負責本集團企業及業務發展事務。彼於科技行業擁有超過15年的經驗。加入本集團之前，彼於二零零七年七月至二零一零年三月擔任空中網（一家此前於納斯達克上市並於二零一七年四月私有化的公司，股份代碼：KZ）的合併聯屬實體北京空中信使信息技術有限公司商務發展經理。於二零一零年三月至二零一五年四月，彼擔任深圳市愛施德股份有限公司（一家於深圳證券交易所上市的公司，股份代碼：002416）無線事業部總監。於二零一五年四月至二零一八年十二月，彼擔任一家互聯網創業公司副總裁。

蔣女士分別於二零零六年七月及二零一七年七月取得湖南大學電子與通訊學士學位及北京大學工商管理碩士學位。

**余利民先生**，43歲，已獲委任為本公司獨立非執行董事、審核委員會成員及提名委員會成員，全部自二零二二年七月二十日起生效。彼於財務管理及投資方面擁有超過20年的經驗。彼於二零零一年七月至二零零四年五月擔任北京天華會計師事務所審計部項目經理。於二零零四年六月至二零零五年三月，彼擔任天華國際投資服務有限公司投資經理。於二零零五年四月至二零零九年八月，彼擔任北京中迪投資股份有限公司（一家於深圳證券交易所上市的公司，股份代碼：000609）高級投資經理。於二零一零年八月至二零一五年三月，彼擔任天津新金融投資有限責任公司投資發展部部長。於二零一五年四月至二零一七年十二月，彼擔任路域生態工程有限公司總裁助理及投融資總監。自二零一八年十二月起，彼擔任中興財光華會計師事務所（特殊普通合夥）審計部高級項目經理。

## OTHER INFORMATION

### 其他資料

Mr. Yu obtained a bachelor's degree in trade economics from Tianjin University of Commerce (天津商業大學) in June 2001. He was accredited as a certified public accountant by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in October 2020. He was also awarded with finance professional qualification of intermediate economist by the Office of Professional Title in Tianjin (天津市職稱工作辦公室) in April 2013.

#### Resignation of Directors

As disclosed in the Company's announcement dated 28 April 2022, (i) Ms. ZHOU Yan tendered her resignation as an executive Director of the Company with effect from 28 April 2022, due to change of job assignments within the Group; and (ii) Mr. SONG Chunyu tendered his resignation as a non-executive Director of the Company with effect from 28 April 2022 in order to be more focused on his other job engagements.

As disclosed in the Company's announcement dated 20 July 2022, Ms. ZHAO Xuemei tendered her resignation as an independent non-executive director of the Company, a member of the Audit Committee and a member of the Nomination Committee, all with effect from 20 July 2022, in order to devote more time to her personal endeavours.

#### CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed above, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

#### IMPORTANT EVENTS AFTER THE REPORTING PERIOD

No material subsequent events have occurred after the Reporting Period.

余先生於二零零一年六月取得天津商業大學經濟學學士學位。彼於二零二零年十月被中國註冊會計師協會授予註冊會計師資格。彼亦於二零一三年四月獲得天津市職稱工作辦公室頒發的金融中級經濟師資格證書。

#### 董事辭任

誠如本公司日期為二零二二年四月二十八日的公告所披露，(i)周豔女士由於本集團內工作安排變動已辭任本公司執行董事之職務，於二零二二年四月二十八日起生效；(ii)宋春雨先生已辭任本公司非執行董事之職務，以便更專注於彼其他工作事務，於二零二二年四月二十八日起生效。

誠如本公司日期為二零二二年七月二十日的公告所披露，趙學梅女士已辭任本公司獨立非執行董事、審核委員會成員及提名委員會成員之職務以便投入更多時間在其私人事務上，均於二零二二年七月二十日起生效。

#### 根據上市規則之持續披露責任

除上文披露外，本公司並無上市規則第13.20、13.21及13.22條項下的任何其他披露責任。

#### 報告期後重要事項

於報告期後並無發生重大報告期後事項。

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 中期簡明綜合損益表

截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022

		For the six months ended 30 June 截至六月三十日止六個月		
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	
		Notes 附註		
REVENUE	收益	4	1,183,874	1,015,151
Cost of sales	銷售成本		(1,032,175)	(873,461)
Gross profit	毛利		151,699	141,690
Other income and gains	其他收入及收益	4	12,998	8,244
Selling and distribution expenses	銷售及分銷開支		(9,557)	(8,188)
Research and development costs	研發成本		(28,284)	(27,141)
Administrative expenses	行政開支		(31,363)	(25,439)
Other expenses and losses	其他開支及虧損		(6,422)	(5,893)
Share-based payment expenses	以股份為基礎的付款開支	18	(10,629)	(6,701)
Operating profit	經營溢利		78,442	76,572
Finance costs	財務成本	5	(3,434)	(3,770)
Share of losses in associates	分攤聯營公司虧損		(2,022)	(1,720)
PROFIT BEFORE TAX	除稅前溢利	6	72,986	71,082
Income tax expense	所得稅開支	7	(14,245)	(14,484)
PROFIT FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔期內溢利		58,741	56,598
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (expressed in RMB per share)	母公司普通權益持有人 應佔每股盈利 (以每股人民幣元列示)	9		
– Basic	– 基本		RMB0.04 人民幣0.04元	RMB0.04 人民幣0.04元
– Diluted	– 攤薄		RMB0.04 人民幣0.04元	RMB0.04 人民幣0.04元



# INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 中期簡明綜合全面收益表

截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022

		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
PROFIT FOR THE PERIOD	期內溢利	58,741	56,598
OTHER COMPREHENSIVE INCOME/(LOSS)	其他全面收入／(虧損)		
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:	待後續期間可重新分類至損益的其他全面(虧損)／收入：		
Exchange differences on translation of foreign operations	換算境外業務產生的匯兌差額	(4,385)	887
Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods	待後續期間可重新分類至損益的其他全面(虧損)／收入淨額	(4,385)	887
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:	不會在後續期間重新分類至損益的其他全面收入／(虧損)：		
Exchange differences on translation of the Company	本公司換算產生的匯兌差額	10,388	(2,110)
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods	不會在後續期間重新分類至損益的其他全面收入／(虧損)淨額	10,388	(2,110)
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD, NET OF TAX	期內其他全面收入／(虧損)，除稅後	6,003	(1,223)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔期內全面收入總額	64,744	55,375

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 中期簡明綜合財務狀況表

二零二二年六月三十日 30 June 2022

			30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
		Notes 附註		
<b>NON-CURRENT ASSETS</b>				
	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	2,049	1,592
Right-of-use assets	使用權資產		12,460	26,965
Goodwill	商譽	11	189,586	183,164
Other intangible assets	其他無形資產		10,789	7,480
Investment in associates	於聯營公司的投資		1,960	2,022
Deferred tax assets	遞延稅項資產		9,876	8,587
Prepayments	預付款項	13	42,602	42,675
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>269,322</b>	272,485
<b>CURRENT ASSETS</b>				
	流動資產			
Accounts receivable	應收賬款	12	606,089	581,348
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	13	562,026	546,647
Cash and cash equivalents	現金及現金等價物	14	437,110	401,102
Restricted bank deposits	受限制銀行存款	14	43,732	43,781
<b>Total current assets</b>	<b>流動資產總值</b>		<b>1,648,957</b>	1,572,878
<b>CURRENT LIABILITIES</b>				
	流動負債			
Accounts payable	應付賬款	15	74,439	74,330
Other payables and accruals	其他應付款項及應計款項		42,311	52,715
Contract liabilities	合約負債		21,248	29,844
Interest-bearing bank borrowings	計息銀行借款	16	194,832	171,647
Lease liabilities	租賃負債		5,742	6,990
Income tax payable	應付所得稅		104,840	99,102
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>443,412</b>	434,628
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>1,205,545</b>	1,138,250
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>1,474,867</b>	1,410,735

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 中期簡明綜合財務狀況表

二零二二年六月三十日 30 June 2022

			30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
		Notes 附註		
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債		7,256	19,327
Deferred tax liabilities	遞延稅項負債		1,325	495
Total non-current liabilities	非流動負債總額		8,581	19,822
Net assets	資產淨值		1,466,286	1,390,913
EQUITY	股權			
Equity attributable to owners of the parent	母公司擁有人應佔股權			
Issued capital	已發行股本	17	1	1
Treasury shares	庫存股份	17	—*	—*
Other reserves	其他儲備		1,466,285	1,390,912
Total equity	總權益		1,466,286	1,390,913

\* The amount is less than RMB1,000.

\* 金額不足人民幣1,000元。

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 中期簡明綜合權益變動表

截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022

		Issued capital	Treasury shares	Share premium	Capital reserve	Employee share-based compensation reserve	Statutory reserve funds	Exchange fluctuation reserve	Accumulated losses	Total Equity
		已發行股本	庫存股份	股份溢價	資本儲備	以股份為基礎的僱員薪酬儲備	法定儲備金	匯兌波動儲備	累計虧損	總權益
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021 (audited)	於二零二一年一月一日 (經審核)	1	- <sup>#</sup>	1,642,834	9,532	54,641	22,877	(38,803)	(534,284)	1,156,798
Profit for the period	期內溢利	-	-	-	-	-	-	-	56,598	56,598
Other comprehensive loss for the period:	期內其他全面虧損：									
Exchange differences	匯兌差額	-	-	-	-	-	-	(1,223)	-	(1,223)
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	-	-	(1,223)	56,598	55,375
Issue of new shares (note 17)	發行新股 (附註17)	- <sup>#</sup>	-	156,635	-	-	-	-	-	156,635
Issue of new shares for restricted share units <sup>^</sup>	就受限制股份單位發行新股 <sup>^</sup>	- <sup>#</sup>	- <sup>#</sup>	-	-	-	-	-	-	-
Equity-settled share option arrangements (note 18)	以權益結算的購股權安排 (附註18)	-	-	-	-	6,701	-	-	-	6,701
At 30 June 2021 (unaudited)	於二零二一年六月三十日 (未經審核)	1	- <sup>#</sup>	1,799,469	9,532	61,342	22,877	(40,026)	(477,686)	1,375,509
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	1	- <sup>#</sup>	1,809,951*	9,532*	62,319*	26,001*	(41,780)*	(475,111)*	1,390,913
Profit for the period	期內溢利	-	-	-	-	-	-	-	58,741	58,741
Other comprehensive income for the period:	期內其他全面收入：									
Exchange differences	匯兌差額	-	-	-	-	-	-	6,003	-	6,003
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	-	-	6,003	58,741	64,744
Issue of new shares for restricted share units <sup>^^</sup>	就受限制股份單位發行新股 <sup>^^</sup>	- <sup>#</sup>	- <sup>#</sup>	-	-	-	-	-	-	-
Vested restricted share units transferred to employees (note 17)	已歸屬之受限制股份單位轉讓予僱員 (附註17)	- <sup>#</sup>	-	8,992	-	(8,992)	-	-	-	-
Equity-settled share option arrangements (note 18)	以權益結算的購股權安排 (附註18)	-	-	-	-	10,629	-	-	-	10,629
At 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	1	- <sup>#</sup>	1,818,943*	9,532*	63,956*	26,001*	(35,777)*	(416,370)*	1,466,286

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 中期簡明綜合權益變動表

截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022

#	The amount is less than RMB1,000.	#	金額不足人民幣1,000元。
*	These reserve accounts comprise the consolidated other reserves of RMB1,466,285,000 (31 December 2021: RMB1,390,912,000) in the interim condensed consolidated statement of financial position.	*	該等儲備賬目包括中期簡明綜合財務狀況表內綜合其他儲備人民幣1,466,285,000元(二零二一年十二月三十一日：人民幣1,390,912,000元)。
^	On 18 May 2021, 30,645,000 new shares of US\$0.0000002 (equivalent to approximately RMB0.0000014) each were issued and allotted at par value pursuant to the general mandate for the restricted share units scheme adopted by the Company on 29 August 2019. For details of the transaction, please refer to the announcements of the Company dated 11 May 2021 and 18 May 2021.	^	於二零二一年五月十八日，根據本公司於二零一九年八月二十九日採納的受限制股份單位計劃一般授權，每股面值0.0000002美元(相當於約人民幣0.0000014元)的30,645,000股新股份按面值發行及配發。有關交易的詳情，請參閱本公司日期為二零二一年五月十一日及二零二一年五月十八日的公告。
^^	On 10 May 2022, 40,080,000 new shares of US\$0.0000002 (equivalent to approximately RMB\$0.0000014) each were issued and allotted at par value pursuant to the general mandate for the restricted share units scheme adopted by the Company on 29 August 2019. For details of the transaction, please refer to the announcements of the Company dated 28 April 2022 and 10 May 2022.	^^	於二零二二年五月十日，根據本公司於二零一九年八月二十九日採納的受限制股份單位計劃，每股面值0.0000002美元(相當於約人民幣0.0000014元)的40,080,000股新股份按面值發行及配發。交易的詳情，請參閱本公司日期為二零二二年四月二十八日及二零二二年五月十日的公告。

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 中期簡明綜合現金流量表

截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022

		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Notes 附註	
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動的現金流量		
Profit before tax	除稅前溢利		71,082
Adjustments for:	就以下各項作出調整：		
Foreign exchange loss/(gain), net	外匯虧損/(收益)淨額	6	(2,553)
Finance costs	財務成本	5	3,770
Bank interest income	銀行利息收入	4	(557)
Impairment loss on accounts receivable	應收賬款減值	6	4,434
Impairment loss on goodwill	商譽減值	11	448
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6	228
Depreciation of right-of-use assets	使用權資產折舊	6	2,246
Amortisation of intangible assets	無形資產攤銷	6	3,108
Gain on derecognition of lease	終止確認租賃的收益		-
Share of losses in associates	分攤聯營公司虧損		1,720
Share-based payment expenses	以股份為基礎的 付款開支	18	6,701
			90,627
Increase in accounts receivable	應收賬款增加		(16,728)
Increase in prepayments, deposit and other receivables	預付款項、按金及其他 應收款項增加		(15,433)
(Decrease)/increase in accounts payable	應付賬款(減少)/增加		9,056
Decrease in contract liabilities	合約負債減少		(33,428)
Decrease in other payables and accruals	其他應付款項及 應計款項減少		(23,261)
Cash generated from operations	營運所得現金		10,833
Interest received	已收利息		366
Income tax paid	已付所得稅		(10,583)
Net cash flows from operating activities	經營活動所得現金 流量淨額		616

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 中期簡明綜合現金流量表

截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022

		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Note 附註	
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		<b>投資活動的現金流量</b>	
Purchase of items of property, plant and equipment	購置物業、廠房及設備項目	(723)	(237)
Acquisition of a subsidiary, net of cash acquired	收購一間附屬公司 (扣除所得現金)	19 (2,584)	—
Capital injection in an associate	注資聯營公司	(1,960)	—
Net cash flows used in investing activities		(5,267)	(237)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		<b>融資活動的現金流量</b>	
Drawdown of bank loans	提取銀行貸款	36,000	42,000
Repayment of bank loans	償還銀行貸款	(12,815)	(81,996)
Issuance of ordinary shares	發行普通股	—	156,635
Principal portion of lease payments	租賃付款的本金部分	(2,283)	(2,481)
Interest paid	已付利息	(3,231)	(3,071)
Decrease of restricted bank deposits	受限制銀行存款減少	49	24,369
Net cash flows from financing activities		17,720	135,456
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>現金及現金等價物增加淨額</b>	
Cash and cash equivalents at beginning of period	期初現金及現金等價物	401,102	195,983
Net foreign exchange difference	淨外匯差額	3,665	1,330
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>		<b>期末現金及現金等價物</b>	
		437,110	333,148

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 中期簡明綜合現金流量表

截至二零二二年六月三十日止六個月 For the six months ended 30 June 2022

		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Notes 附註	
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物分析		
Cash and bank balances	現金及銀行結餘	14	437,110
Cash and cash equivalents as stated in the interim condensed consolidated statement of financial position and statement of cash flows	中期簡明綜合財務狀 況表及現金流量表 所示現金及現金等價物	14	437,110



### 1. GENERAL INFORMATION

Wanka Online Inc. (the “Company”) is a limited liability company incorporated in the Cayman Islands on 7 November 2014. Its registered office address is Cricket Square, Hutchins Drive P.O.Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company, together with its subsidiaries, is collectively referred to as the Group.

During the period, the Company and its subsidiaries, including controlled structured entities, were mainly involved in mobile advertising services, online-video distribution services and game co-publishing services.

### 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

#### 2.1. Basis of preparation

These unaudited interim condensed consolidated financial statements for the six months ended 30 June 2022 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”, issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The unaudited interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2021, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all HKFRSs, HKASs and Interpretations).

The interim condensed consolidated financial statements are unaudited and not reviewed by the auditor, but have been reviewed by the audit committee of the Company.

### 1. 一般資料

萬咖壹聯有限公司(「本公司」)為一家於二零一四年十一月七日在開曼群島註冊成立的有限責任公司。其註冊辦事處地址位於Cricket Square, Hutchins Drive P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司連同其附屬公司統稱為本集團。

於期內，本公司及其附屬公司(包括受控結構性實體)主要從事提供移動廣告服務、網絡視頻產品分發服務及遊戲聯運服務。

### 2. 編製基準及主要會計政策

#### 2.1. 編製基準

該等截至二零二二年六月三十日止六個月的未經審核中期簡明綜合財務報表，乃根據由香港會計師公會所頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄十六的適用披露規定而編製。

未經審核中期簡明綜合財務報表並未包括年度財務報表必要的所有資料及披露，故應與本集團截至二零二一年十二月三十一日止年度的年度財務報表一併閱讀，其根據香港財務報告準則(「香港財務報告準則」，包括所有香港財務報告準則、香港會計準則及詮釋)編製。

中期簡明綜合財務報表未經核數師審核及審閱，惟已獲本公司審核委員會審閱。

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.2. Change in accounting policies and disclosures

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2021, except for the adoption of new and revised standards effective as at 1 January 2022. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

For the six months ended 30 June 2022, the Group has applied, for the first time, the following new and revised HKFRSs in the preparation of the Group's interim condensed consolidated financial statements.

Amendments to HKFRS 3  
香港財務報告準則第3號之修訂本

Amendments to HKAS 16  
香港會計準則第16號之修訂本

Amendments to HKAS 37  
香港會計準則第37號之修訂本

Annual Improvements to HKFRSs  
香港財務報告準則之年度改進

The application of the new and revised standards has had no material impact on the amounts reported in the interim condensed consolidated financial statements and/or disclosures set out in the interim condensed consolidated financial statements.

## 2. 編製基準及主要會計政策 (續)

### 2.2. 會計政策及披露變動

編製中期簡明綜合財務報表與編製本集團截至二零二一年十二月三十一日止年度之年度綜合財務報表所採用之會計政策一致，惟採納於二零二二年一月一日生效之新訂及經修訂準則除外。本集團概無提早採用任何其他已頒佈但未生效之準則、詮釋及修訂。

截至二零二二年六月三十日止六個月，本集團已在本中期簡明綜合財務報表首次應用以下新訂及經修訂香港財務報告準則。

Reference to the Conceptual Framework  
對概念架構的提述

Property, Plant and Equipment:  
Proceeds before Intended Use  
物業、廠房及設備：  
作擬定用途前的所得款項

Onerous Contracts – Costs of  
Fulfilling a Contract  
虧損合約－履行合約的成本

Annual Improvements to HKFRSs  
2018-2020  
二零一八年至二零二零年香港財務報告準則  
的年度改進

新訂及經修訂準則的應用對中期簡明綜合財務報表所報告的金額及／或中期簡明綜合財務報表所載的披露並無重大影響。

### 3. OPERATING SEGMENT INFORMATION

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that is used to make strategic decision.

The Group has three reportable and operating segments. The segments are managed separately as each business offers different services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

Mobile advertising services

移動廣告服務分部

Online-video distribution services

網絡視頻產品分發服務分部

Game co-publishing services

遊戲聯運分部

Others  
其他

Mobile advertising service income generated from marketers by rendering the advertising services through contents sorting and delivery on mobile distribution channels;

營銷商透過內容分類及於移動分銷渠道交付廣告服務而產生的移動廣告服務收入；

Provision of promotion of video content by video content providers on distribution channels; and

視頻內容供應商在分銷渠道推廣視像內容；及

Provision of game co-publishing services income generated from mobile game users for the game co-publishing services.

提供遊戲聯運的收入產生自遊戲聯運服務的移動遊戲用戶。

Provision of information technology development and related services

提供資訊科技開發及相關服務

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on segment revenue and segment cost of each operating segment. The selling and distribution expenses, research and development costs and administrative expenses are not included in the measure of the segments' performance which is used by management as a basis for purpose of resource allocation and performance assessment. Other income and gains, other expenses and losses, finance costs, share-based payment expenses and income tax expense are also not allocated to individual operating segments.

The revenue from external customers reported to management is measured as segment revenue, which is the revenue derived from the customers in each segment. Cost of sales primarily represents distribution expenses paid to distribution channels.

### 3. 經營分部資料

本集團根據主要經營決策者審閱用以作出策略性決策的報告釐定經營分部。

本集團有三個呈報及經營分部。由於各項業務提供不同的服務及需要不同的業務策略，故分開管理。以下概述本集團各報告分部的營運：

管理層獨立監察本集團各經營分部的業績，以作出有關資源分配及表現評估的決定。分部表現乃根據各經營分部的分部收益及分部成本評估。銷售及分銷開支、研發成本及行政開支不計入管理層用作資源分配及表現評估基準的分部表現計量。其他收入及收益、其他開支及虧損、財務成本、以股份為基礎的付款開支及所得稅開支亦不會分配至個別經營分部。

向管理層呈報的外部客戶收益計量為分部收益，為來自各分部客戶的收益。銷售成本主要指支付予分銷渠道的分銷開支。

### 3. OPERATING SEGMENT INFORMATION (continued)

Other information, together with the segment information, provided to management, is measured in a manner consistent with that applied in the financial statements. There are no separate segment assets and segment liabilities information provided to management, as management does not use this information to allocate resources or to evaluate the performance of the operating segments.

The segment revenue for the six months ended 30 June 2022 and 2021 are as follows:

### 3. 經營分部資料 (續)

向管理層提供的其他資料連同分部資料使用與財務報表所應用者一致的方式計量。並無向管理層提供單獨的分部資產及分部負債資料，因管理層並不使用該等資料分配資源或評估經營分部表現。

就截至二零二二年及二零二一年六月三十日止六個月的分部收益如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
Type of goods or services:	商品或服務的類型：		
Mobile advertising services income	移動廣告服務收入	1,129,998	962,746
Online-video distribution services income	網絡視頻產品分發 服務收入	41,126	46,535
Game co-publishing services income	遊戲聯運服務收入	2,274	5,870
Others	其他	10,476	-
Total revenue from contracts with customers	客戶合約的總收益	1,183,874	1,015,151

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二二年六月三十日 30 June 2022

### 3. OPERATING SEGMENT INFORMATION (continued)

The revenue of the Group is disaggregated by the timing of revenue, and is recognised at a point in time and over time as the Group's customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs.

### 3. 經營分部資料 (續)

本集團的收益按收益時間分類，並按時間點及隨時間確認，原因為本集團的客戶於實體履約時同時取得及消耗實體履約所提供的利益。

		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
Timing of revenue recognition:	收益確認時間：		
Services transferred at a point in time	按時間點轉讓的服務	41,126	—
Services transferred over time	隨時間轉讓的服務	1,142,748	1,015,151
Total revenue from contracts with customers	客戶合約的總收益	1,183,874	1,015,151

### 3. OPERATING SEGMENT INFORMATION (continued)

The segment results for the six months ended 30 June 2022 and 2021 are as follows:

### 3. 經營分部資料 (續)

截至二零二二年及二零二一年六月三十日止六個月的分部業績如下：

		Mobile advertising services 移動廣告服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Online-video distribution services 網絡視頻產品分發服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Game co-publishing services 遊戲聯運服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Others 其他 (Unaudited) (未經審核) RMB'000 人民幣千元	Total 總計 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>For the six months ended 30 June 2022</b>	<b>截至二零二二年六月三十日止六個月</b>					
Segment revenue	分部收益	1,129,998	41,126	2,274	10,476	1,183,874
Segment cost of sales	分部銷售成本	(998,704)	(27,244)	-	(6,227)	(1,032,175)
Segment results	分部業績	131,294	13,882	2,274	4,249	151,699
Other income and gains	其他收入及收益					12,998
Selling and distribution expenses	銷售及分銷開支					(9,557)
Research and development costs	研發成本					(28,284)
Administrative expenses	行政開支					(31,363)
Other expenses and losses	其他開支及虧損					(6,422)
Share-based payment expenses	以股份為基礎的付款開支					(10,629)
Finance costs	財務成本					(3,434)
Share of losses in associates	分佔聯營公司虧損					(2,022)
Profit before tax	除稅前溢利					72,986

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二二年六月三十日 30 June 2022

### 3. OPERATING SEGMENT INFORMATION (continued)

### 3. 經營分部資料 (續)

	Mobile advertising services 移動廣告服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Online-video distribution services 網絡視頻產品分發服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Game co-publishing services 遊戲聯運服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Total (Unaudited) (未經審核) RMB'000 人民幣千元
For the six months ended 30 June 2021	截至二零二一年六月三十日止六個月			
Segment revenue	962,746	46,535	5,870	1,015,151
Segment cost of sales	(838,890)	(34,571)	-	(873,461)
Segment results	123,856	11,964	5,870	141,690
Other income and gains	其他收入及收益			8,244
Selling and distribution expenses	銷售及分銷開支			(8,188)
Research and development costs	研發成本			(27,141)
Administrative expenses	行政開支			(25,439)
Other expenses and losses	其他開支及虧損			(5,893)
Share-based payment expenses	以股份為基礎的付款開支			(6,701)
Finance costs	財務成本			(3,770)
Share of losses in associates	分佔聯營公司虧損			(1,720)
Profit before tax	除稅前溢利			71,082

The Group have no major customers which contributed more than 10% of the total revenue for the six months ended 30 June 2022 and 2021.

The Group mainly operates in Mainland China and earns substantially all of the revenue from external customers located in Mainland China.

As at 30 June 2022 and 31 December 2021, substantially all of the non-current assets of the Group were located in Mainland China.

本集團並無截至二零二二年及二零二一年六月三十日止六個月貢獻超過總收益10%的主要客戶。

本集團主要在中國大陸經營，所賺絕大部分收益來自位於中國大陸的外部客戶。

於二零二二年六月三十日及二零二一年十二月三十一日，本集團絕大部分非流動資產均位於中國大陸。

## 4. REVENUE, OTHER INCOME AND GAINS

An analysis of the Group's revenue, other income and gains is as follows:

## 4 收益、其他收入及收益

對本集團收益、其他收入及收益的分析如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Revenue from contract with customers within the scope of HKFRS 15:</b>	<b>香港財務報告準則 第15號範圍內來自 客戶合約的收益：</b>		
Mobile advertising services	移動廣告服務	1,129,998	962,746
Online-video distribution services	網絡視頻產品分發服務	41,126	46,535
Game co-publishing services	遊戲聯運服務	2,274	5,870
Others	其他	10,476	-
		<b>1,183,874</b>	<b>1,015,151</b>
<b>Other income and gains</b>	<b>其他收入及收益</b>		
Other income from contract with customers, within the scope of HKFRS 15:	符合香港財務報告準則 第15號範圍客戶合約 的其他收入：		
Conference service income, net (note (i))	會議服務收入淨額 (附註(i))	4,100	219
Bank interest income	銀行利息收入	482	557
Government grants (note (ii))	政府補貼(附註(ii))	1,059	94
Foreign exchange gain, net	外匯收益淨額	-	2,553
Additional deduction for value added tax	進項增值稅額外扣減	6,862	4,819
Others	其他	495	2
		<b>8,898</b>	<b>8,025</b>
		<b>12,998</b>	<b>8,244</b>

Notes:

- (i) All the conference service income of the Group is recognised at point in time as those services are provided under HKFRS 15.
- (ii) The Group recognises the government grants when it fulfils all the conditions specified in the relevant law and regulations. There are no unfulfilled conditions or contingencies relating to these grants.

附註：

- (i) 根據香港財務報告準則第15號，本集團於有關服務得以提供的時間點確認所有會議服務收入。
- (ii) 本集團於其達成相關法律及規例規定的所有條件時確認政府補貼。概無與該等補貼有關的未達成條件或或然事項。



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二二年六月三十日 30 June 2022

### 5. FINANCE COSTS

An analysis of finance costs is as follows:

### 5. 財務成本

對財務成本的分析如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank borrowings	銀行借款利息	3,005	3,680
Interest on lease liabilities	租賃負債利息	429	90
		<b>3,434</b>	3,770

## 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/ (crediting):

## 6. 除稅前溢利

本集團的除稅前溢利經扣除／(計入)以下各項後得出：

		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
Cost of services	服務成本	1,032,175	873,461
Depreciation and amortisation	折舊及攤銷	6,981	5,582
Employee benefit expenses (excluding directors' and chief executive's remuneration)^:	僱員福利開支(不包括 董事及主要行政 人員的薪酬)^:		
Wages and salaries	工資及薪金	29,127	25,332
Pension scheme contributions^^	退休金計劃供款^^	2,855	2,691
Share-based payment expenses	以股份為基礎的付款開支	10,629	6,701
		42,611	34,724
Impairment loss on goodwill	商譽減值虧損	-	448
Impairment loss on accounts receivable*	應收賬款減值虧損*	3,965	4,434
Foreign exchange loss/(gain), net*	外匯虧損／(收益)淨額*	2,339	(2,553)
Gain on derecognition of lease	終止確認租賃的收益	(144)	-
Bank interest income	銀行利息收入	(482)	(557)

\* Impairment loss on accounts receivable and foreign exchange loss are included in "Other expenses and losses" in the interim condensed consolidated statement of profit or loss, and foreign exchange gain is included in "Other income and gains" in the interim condensed consolidated statement of profit or loss.

^ Employee benefit expense excluding share-based payment expenses are included in "Cost of sales", "Selling and distribution expenses", "Research and development costs" and "Administrative expenses" in the interim condensed consolidated statement of profit or loss.

^^ At 30 June 2022, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (31 December 2021: Nil).

\* 應收賬款減值虧損及外匯虧損計入中期簡明綜合損益表內的「其他開支及虧損」下，而外匯收益計入中期簡明綜合損益表內的「其他收入及收益」下。

^ 僱員福利開支(不包括以股份為基礎的付款開支)計入中期簡明綜合損益表內的「銷售成本」、「銷售及分銷開支」、「研發成本」及「行政開支」下。

^^ 於二零二二年六月三十日，本集團概無已沒收供款可用以抵銷其於未來年度對退休計劃的供款(二零二一年十二月三十一日：無)。

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### 7. INCOME TAX

The Company is incorporated under the law of the Cayman Islands and is not subject to the Cayman Islands income tax.

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the six months ended 30 June 2022 and 2021. The income tax expenses of the Group for the six months ended 30 June 2022 and 2021 represented current tax expenses related to the Group's operations in Mainland China and deferred tax.

The income tax provision of the Group in respect of its operations in Mainland China was calculated at the tax rate of 25% on the estimated assessable profits for the periods, if applicable, based on the existing legislation, interpretations and practice in respect thereof, except for three PRC subsidiaries which are entitled to a preferential tax rate of 15% for three years as they are qualified as a "new high technology enterprise".

### 7. 所得稅

本公司根據開曼群島法律註冊成立，但毋須繳納開曼群島所得稅。

於截至二零二二年及二零二一年六月三十日止六個月，本集團於香港並未產生任何應課稅溢利，故未計提香港利得稅撥備。本集團於截至二零二二年及二零二一年六月三十日止六個月的所得稅開支指與本集團在中國大陸的經營業務及遞延稅項相關的即期稅項開支。

根據中國大陸的現行法律、詮釋及慣例，本集團就中國大陸的經營業務計提的所得稅撥備按各期間估計應課稅溢利25%的稅率計算（如適用），惟三間合資格成為「高新技術企業」而有權享有三年15%的優惠稅率的中國附屬公司除外。

		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
Current – Mainland China	即期 – 中國大陸		
Charge for the period	期內開支	16,381	16,312
Deferred tax credit	遞延稅項抵免	(2,136)	(1,828)
Total tax charge for the period	期內稅項開支總額	14,245	14,484

**8. DIVIDENDS**

No dividends have been paid or declared by the Company for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

**9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT**

The calculation of the basic earnings per share amount is based on the profit for the period attributable to owners of the parent, and the weighted average number of ordinary shares of 1,430,379,833 (six months ended 30 June 2021: 1,365,475,592) in issue excluding the treasury shares during the period.

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

The calculations of basic and diluted earnings per share are based on:

**8. 股息**

本公司於截至二零二二年六月三十日止六個月概無派付或宣派任何股息（截至二零二一年六月三十日止六個月：無）。

**9. 母公司普通權益持有人應佔每股盈利**

於計算每股基本盈利金額時乃基於母公司擁有人應佔期內溢利以及1,430,379,833股（截至二零二一年六月三十日止六個月：1,365,475,592股）已發行普通股（不包括庫存股份）的加權平均數。

每股攤薄盈利乃通過調整發行在外的普通股加權平均數以假設所有具有潛在攤薄影響的普通股均已轉換而計算得出。

每股基本及攤薄盈利的計算乃基於以下各項：

		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核)	2021 二零二一年 (Unaudited) (未經審核)
Profit for the period attributable to owners of the parent used in the basic and diluted earnings per share calculation (RMB'000)	計算每股基本及攤薄盈利時所用的母公司擁有人應佔期內溢利（人民幣千元）	58,741	56,598
Weighted average number of ordinary shares in issue during the period used in basic earnings per share	計算每股基本盈利時所用的期內已發行普通股加權平均數	1,430,379,833	1,365,475,592
Effect of dilution – weighted average number of ordinary shares: RSUs	攤薄影響—普通股的加權平均數：受限制股份單位	69,455,450	52,986,086
		1,499,835,283	1,418,461,678
Basic earnings per share (expressed in RMB per share)	每股基本盈利（以每股人民幣元列示）	RMB0.04 人民幣0.04元	RMB0.04 人民幣0.04元
Diluted earnings per share (expressed in RMB per share)	每股攤薄盈利（以每股人民幣元列示）	RMB0.04 人民幣0.04元	RMB0.04 人民幣0.04元

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### 10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2022, the Group acquired items of property, plant and equipment at a total cost of RMB723,000 (six months ended 30 June 2021: RMB237,000), and did not dispose of or write off any items of property, plant and equipment (six months ended 30 June 2021: Nil).

### 10. 物業、廠房及設備

截至二零二二年六月三十日止六個月，本集團收購物業、廠房及設備項目之總成本為人民幣723,000元（截至二零二一年六月三十日止六個月：人民幣237,000元），概無出售或撇銷任何物業、廠房及設備項目（截至二零二一年六月三十日止六個月：無）。

### 11. GOODWILL

		30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
At 1 January:	於一月一日：		
Cost and net carrying amount	成本及賬面淨值	183,164	183,612
Impairment	減值	-	(448)
Acquisition of a subsidiary (note 19)	收購一間附屬公司 (附註19)	6,422	-
Cost and net carrying amount at end of the year/period		189,586	183,164

### 11. 商譽

### 12. ACCOUNTS RECEIVABLE

		30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Accounts receivable	應收賬款	648,373	619,667
Loss allowance	虧損撥備	(42,284)	(38,319)
Total	總計	606,089	581,348

### 12. 應收賬款

**12. ACCOUNTS RECEIVABLE (continued)**

The Group's trading terms with its customers are partially on credit, except for new customers, where payment in advance is normally required. For mobile advertising services, online-video distribution services and game co-publishing services, the credit period generally ranges from three months for major customers. The Group seeks to maintain strict control over its outstanding receivables to minimise the credit risk. Overdue balance is reviewed regularly by the management. The Group does not hold any collateral or other credit enhancements over these balances. Accounts receivable are non-interest-bearing.

An ageing analysis of the accounts receivable as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

**12. 應收賬款(續)**

本集團部分以信貸形式與其客戶進行交易，惟新客戶除外，其一般被要求預先支付款項。對於移動廣告服務、網絡視頻產品分發服務及遊戲聯運服務，主要客戶的信貸期一般介乎三個月不等。本集團致力嚴格控制其未償還應收款項，以將信貸風險降至最低。管理層會對逾期結餘進行定期審查。本集團並無就該等結餘持有任何抵押品或其他信貸強化措施。應收賬款並不計息。

應收賬款(扣除虧損撥備)於報告期間結束時基於發票日期的賬齡分析如下：

		<b>30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元</b>	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Within 3 months	3個月內	<b>386,266</b>	377,579
3 to 12 months	3至12個月	<b>207,386</b>	175,717
1 to 2 years	1至2年	<b>12,437</b>	28,052
		<b>606,089</b>	581,348

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### 13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 13. 預付款項、按金及其他應收款項

		30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Prepayments	預付款項	501,871	493,319
Deposits paid	已付按金	50,318	52,645
Other receivables	其他應收款項	52,439	43,358
		<b>604,628</b>	589,322
Less: prepayments, non-current portion	減：預付款項非流動部分	<b>(42,602)</b>	(42,675)
Current portion	流動部分	<b>562,026</b>	546,647

None of the above assets as at 30 June 2022 and 31 December 2021 is either past due or impaired. The financial assets included in the above balances relate to receivables, for which there was no recent history of default and past due amounts.

於二零二二年六月三十日及二零二一年十二月三十一日，上述資產概無逾期或減值。計入上述結餘內的金融資產涉及並無近期違約記錄及逾期款項的應收款項。

**14. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS**

**14. 現金及現金等價物以及已抵押存款**

		<b>30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元</b>	<b>31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元</b>
Cash and bank balances	現金及銀行結餘	<b>480,842</b>	444,883
Less: Restricted bank deposits:	減：受限制銀行存款：		
Pledged for bank loans (note 16)	就銀行貸款抵押 (附註16)	<b>(43,732)</b>	(42,096)
Bank deposits frozen for litigation	因訴訟凍結的 銀行存款	-	(1,685)
Cash and cash equivalents	現金及現金等價物	<b>437,110</b>	401,102
Denominated in:	以下列貨幣計值：		
– RMB	–人民幣	<b>383,389</b>	347,897
– USD	–美元	<b>27,232</b>	27,331
– HKD	–港元	<b>26,489</b>	25,874
		<b>437,110</b>	401,102

RMB is not freely convertible into other currencies. However, under Mainland China's prevailing rules and regulations over foreign exchange, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

人民幣無法自由轉換為其他貨幣。然而，根據中國大陸針對外匯的現行規則及法規，本集團可通過獲授權開展外匯業務的銀行將人民幣兌換為其他貨幣。

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between three months and one year depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

銀行現金按基於每日銀行存款利率的浮動利率計息。短期定期存款視乎本集團之實時現金需要，其期限介乎三個月至一年期間不等，按其相應之短期定期存款利率計息。銀行結餘乃存放於聲譽卓著且近期並無違約記錄的銀行內。



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### 15. ACCOUNTS PAYABLE

An aged analysis of the Group's accounts payable at the end of the reporting period, based on the invoice date, is as follows:

		30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Within 1 year	1年內	45,226	45,579
1 to 2 years	1至2年	1,656	2,348
More than 2 years (Note)	2年以上(附註)	27,557	26,403
		<b>74,439</b>	74,330

The accounts payable are non-interest-bearing and are normally settled on terms of 60 to 90 days.

Note: The balance derived from an amount of approximately RMB20,965,000 which was under legal proceeding in relations to the business dispute between the Group and an independent third party.

### 15. 應付賬款

本集團的應付賬款於報告期間結束時基於發票日期作出的賬齡分析如下：

應付賬款不計息，並一般於為期60至90日內結算。

附註：該結餘來自就本集團與一名獨立第三方的業務糾紛而進行的法律程序的所涉金額約人民幣20,965,000元。

16. INTEREST-BEARING BANK BORROWINGS

Details of the Group's interest-bearing bank borrowings as at 30 June 2022 and 31 December 2021 are as follows:

16. 計息銀行借款

本集團於二零二二年六月三十日及二零二一年十二月三十一日的計息銀行借款的詳情如下：

		As at 30 June 2022 於二零二二年六月三十日		
		Effective contractual interest rate (%) 實際訂約利率 (%)	Maturity 到期日	RMB'000 (Unaudited) 人民幣千元 (未經審核)
Current Bank loans – secured	即期 銀行貸款 – 有抵押	3.050-4.350	2022-2023 二零二二年至 二零二三年	41,000
– unsecured	– 無抵押	3.700-4.500	2022-2023 二零二二年至 二零二三年	153,832
				194,832
		As at 31 December 2021 於二零二一年十二月三十一日		
		Effective contractual interest rate (%) 實際訂約利率 (%)	Maturity 到期日	RMB'000 (Audited) 人民幣千元 (經審核)
Current Bank loans – secured	即期 銀行貸款 – 有抵押	3.050-4.350	2022 二零二二年	30,000
– unsecured	– 無抵押	3.850-5.000	2022 二零二二年	141,647
				171,647

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### 16. INTEREST-BEARING BANK BORROWINGS (continued)

### 16. 計息銀行借款 (續)

	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Analysed into:		
Bank loans repayable:		
Within one year or on demand	194,832	171,647
	<b>194,832</b>	<b>171,647</b>

Notes:

附註：

(a) As at 31 December 2021, the Group's bank loans of

(a) 於二零二一年十二月三十一日，本集團的銀行貸款中

(i) RMB30,000,000 was secured by pledged deposits of RMB30,000,000 and US\$1,897,000 (equivalent to approximately RMB12,096,000) provided by a subsidiary of the Company, Wanka Holdings Limited ("Wanka Holdings");

(i) 人民幣30,000,000元由本公司附屬公司玩咖控股有限公司(「玩咖控股」)提供已抵押存款人民幣30,000,000元及1,897,000美元(相當於約人民幣12,096,000元)提供擔保；

(ii) RMB5,000,000 was guaranteed by Mr. GAO Dinan ("Mr. Gao") (Mr. Gao is an executive director of the Company), a subsidiary of the Company, Huanju Times Culture Media (Beijing) Co., Ltd. ("Huanju Times") and an independent third party, Beijing Zhongguancun Sci-tech Financing Guaranty Co., Ltd., which was counter guaranteed by Mr. Gao and a subsidiary of the Company, Huanju Times;

(ii) 人民幣5,000,000元由高弟男先生(「高先生」)(高先生為本公司執行董事)、本公司附屬公司歡聚時代文化傳媒(北京)有限公司(「歡聚時代」)及一名獨立第三方北京中關村科技融資擔保有限公司提供擔保，由高先生及本公司附屬公司歡聚時代提供連帶責任保證及擔保；

(iii) RMB39,000,000 was guaranteed by Mr. Gao and a subsidiary of the Company, Wanka Huanju Culture Media (Beijing) Co., Ltd. ("Wanka Huanju");

(iii) 人民幣39,000,000元由高先生及本公司附屬公司玩咖歡聚文化傳媒(北京)有限公司(「玩咖歡聚」)提供擔保；

(iv) RMB90,000,000 was guaranteed by Mr. Gao and the Company; and

(iv) 人民幣90,000,000元由高先生及本公司提供擔保；及

(v) RMB5,000,000 was guaranteed by Mr. Gao, and a subsidiary of the Company, Huanju Times.

(v) 人民幣5,000,000元由高先生及本公司附屬公司歡聚時代提供擔保。

**16. INTEREST-BEARING BANK BORROWINGS  
(continued)**

Notes: (continued)

- (b) As at 30 June 2022, the Group's bank loans of
- (i) RMB41,000,000 was secured by pledged deposits of RMB31,597,000 and US\$1,808,000 (equivalent to approximately RMB12,135,000) provided by two subsidiaries of the Company, namely, Wanka Holdings and Wanka Huanju;
  - (ii) RMB70,000,000 was guaranteed by Mr. Gao and a subsidiary of the Company, Wanka Huanju;
  - (iii) RMB90,000,000 was guaranteed by Mr. Gao and the Company; and
  - (iv) RMB5,000,000 was guaranteed by Mr. Gao and a subsidiary of the Company, Huanju Times.

**16. 計息銀行借款 (續)**

附註：(續)

- (b) 於二零二二年六月三十日，本集團的銀行貸款中
- (i) 人民幣41,000,000元由本公司兩間附屬公司玩咖控股及玩咖歡聚提供已抵押存款人民幣31,597,000元及1,808,000美元(相當於約人民幣12,135,000元)提供擔保；
  - (ii) 人民幣70,000,000元由高先生及本公司一間附屬公司玩咖歡聚擔保；
  - (iii) 人民幣90,000,000元由高先生及本公司擔保；及
  - (iv) 人民幣5,000,000元由高先生及本公司一間附屬公司歡聚時代擔保。

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二二年六月三十日 30 June 2022

### 17. SHARE CAPITAL

### 17. 股本

		Issued 已發行				
		Authorised number of shares 法定股份數目 '000 千股	Number of ordinary shares 普通股數目 '000 千股	Total par value of ordinary shares 普通股總面值 RMB 人民幣元	Number of treasury shares 庫存股數目 '000 千股	Total par value of treasury shares 庫存股總面值 RMB 人民幣元
At 31 December 2021 (audited)	於二零二一年 十二月三十一日 (經審核)	250,000,000	1,427,695	1,029	57,968	74
At 30 June 2022 (unaudited)	於二零二二年 六月三十日 (未經審核)	250,000,000	1,441,021	1,049	84,722	114

A summary of the movements in the Company's share capital was as follows:

本公司股本的變動概述如下：

		Number of ordinary shares in issue 已發行 普通股數目	Issued capital 已發行股本 (Unaudited) (未經審核) RMB'000 人民幣千元	Share premium 股份溢價 (Unaudited) (未經審核) RMB'000 人民幣千元	Total (Unaudited) (未經審核) RMB'000 人民幣千元
At 1 January 2021 (audited)	於二零二一年一月一日 (經審核)	1,274,481,117	1	1,642,834	1,642,835
Issue of new shares (note (a))	發行新股 (附註(a))	135,000,000	-*	156,635	156,635
At 30 June 2021 (unaudited)	於二零二一年六月三十日 (未經審核)	1,409,481,117	1	1,799,469	1,799,470
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	1,427,695,117	1	1,809,951	1,809,952
Vested restricted share units transferred to employees (note (b))	轉讓予僱員的已歸屬受限制 股份單位 (附註(b))	13,325,958	-*	8,992	8,992
At 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	1,441,021,075 <sup>a</sup>	1	1,818,943	1,818,944

**17. SHARE CAPITAL (continued)**

Notes:

- (a) On 1 March 2021, the Company completed the placing of 135,000,000 new ordinary shares in the share capital of the Company with a par value of US\$0.0000002 (the "Share(s)") at the placing price of HK\$1.45 per Share (the "Placing"). For further details of the Placing, please refer to the related announcements of the Company dated 21 February 2021 and 1 March 2021.
- (b) Certain employees of the Group exercised vested restricted share units during the six months ended 30 June 2022. 13,325,958 issued shares underlying the restricted share units exercised were transferred to such employees which the Company had allotted and issued to the trustee as fully paid up shares.
- \* The amount is less than RMB1,000.
- & Excluding 19,198,275 and 65,524,000 shares held by Wanka Alliance Limited and Wanka Legend Limited, respectively, as at 30 June 2022.

**17. 股本(續)**

附註：

- (a) 於二零二一年三月一日，本公司完成配售本公司股本中面值0.0000002美元的135,000,000股新普通股（「股份」），配售價為每股股份1.45港元（「配售事項」）。有關配售事項的進一步詳情，請參閱本公司日期為二零二一年二月二十一日及二零二一年三月一日的相關公告。
- (b) 截至二零二二年六月三十日止六個月，本集團若干僱員行使已歸屬之受限制股份單位。已行使的受限制股份單位涉及的13,325,958股已發行股份已轉讓予本公司向受託人配發及發行並列作繳足股份的該等僱員。
- \* 金額不足人民幣1,000元。
- & 不包括Wanka Alliance Limited及Wanka Legend Limited於二零二二年六月三十日分別持有的19,198,275股及65,524,000股股份。

## 18. SHARE-BASED PAYMENTS

### 2016 Share Incentive Scheme

The Group adopted the share incentive plan on 31 March 2016 (“2016 Share Incentive Scheme”), under which employees render service as consideration for equity instruments (restricted share units (“RSU(s)”) and options) of the Company.

The Company operates the 2016 Share Incentive Scheme for the purpose of providing incentives and rewards to eligible participants. Eligible participants of the 2016 Share Incentive Scheme include the Company’s directors and certain employees of the Group. The 2016 Share Incentive Scheme became effective on 31 March 2016 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. On 24 May 2018, the 2016 Share Incentive Scheme was amended and a restricted share plan was made effect and such restricted share plan became effective from the date when the 2016 Share Incentive Scheme was adopted, that is 31 March 2016 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

As at 30 June 2022, 13,203,676 (31 December 2021: 18,079,202) RSUs were vested and exercisable under the 2016 Share Incentive Scheme.

The fair value of the services received in exchange for the grant of the equity instruments (RSUs) is recognised as an expense on the consolidated statement of profit or loss with an increase in equity.

The Company has reserved 62,500,000 shares under the 2016 Share Incentive Scheme and had 19,198,275 RSUs outstanding as at 30 June 2022 under the 2016 Share Incentive Scheme. The exercise in full of the outstanding RSUs would, under the present capital structure of the Company, result in a transfer of 62,500,000 ordinary shares of the Company from Wanka Alliance Limited to the employees of the Group.

## 18. 以股份為基礎的付款

### 二零一六年股份激勵計劃

本集團於二零一六年三月三十一日採納股份激勵計劃（「二零一六年股份激勵計劃」），據此，僱員作為獲取本公司權益工具（受限制股份單位（「受限制股份單位」）及購股權）的代價而提供服務。

本公司運作二零一六年股份激勵計劃，旨在向合資格參與者提供激勵及獎勵。二零一六年股份激勵計劃的合資格參與者包括本公司的董事及本集團的若干僱員。二零一六年股份激勵計劃於二零一六年三月三十一日生效，且除非另外取消或修訂，否則將自該日期起持續十年有效。於二零一八年五月二十四日，二零一六年股份激勵計劃經修訂並進行一項受限制股份計劃，該受限制股份計劃自二零一六年股份激勵計劃獲採納之日（即二零一六年三月三十一日）起生效，除非另外取消或修訂，否則將自該日期起持續十年有效。

於二零二二年六月三十日，根據二零一六年股份激勵計劃，13,203,676（二零二一年十二月三十一日：18,079,202）個受限制股份單位已獲歸屬並可行使。

為授出權益工具（受限制股份單位）而接受的服務的公平值於綜合損益表內確認為開支，增加部分於權益內確認。

本公司在二零一六年股份激勵計劃下儲備62,500,000股股份，於二零二二年六月三十日，在二零一六年股份激勵計劃下擁有19,198,275個尚未行使的受限制股份單位。悉數行使尚未行使的受限制股份單位（就本公司的現有資本架構而言）將致使本公司62,500,000股普通股由Wanka Alliance Limited轉讓予本集團僱員。

**18. SHARE-BASED PAYMENTS (continued)****2019 Share Incentive Scheme**

On 29 August 2019, the Company adopted a new RSU scheme to incentivise directors, senior management and employees of the Group for their contribution to the Group, and to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of the Group by providing them with the opportunity to own equity interests of the Company (the “2019 Share Incentive Scheme”).

Subject to early termination by the board of the Company, the 2019 Share Incentive Scheme shall be valid and effective for 10 years from 29 August 2019. The board of the Company can determine the vesting criteria, conditions and the schedule when the RSUs will vest.

As at 30 June 2022, 2,523,000 (31 December 2021: 2,523,000) RSUs were vested and exercisable under the 2019 Share Incentive Scheme.

The fair value of the services received in exchange for the grant of the equity instruments (RSUs) is recognised as an expense on the consolidated statement of profit or loss with an increase in equity.

The Company has reserved 91,738,000 shares under the 2019 Share Incentive Scheme and had 65,248,000 RSUs outstanding as at 30 June 2022 under the 2019 Share Incentive Scheme. The exercise in full of the outstanding RSUs would, under the present capital structure of the Company, result in a transfer of 91,738,000 ordinary shares of the Company from Wanka Legend Limited to the employees of the Group.

**18. 以股份為基礎的付款 (續)****二零一九年股份激勵計劃**

於二零一九年八月二十九日，本公司採納新的受限制股份單位計劃，透過向本集團董事、高級管理層及僱員提供擁有本公司股權的機會，獎勵彼等為本集團作出的貢獻，吸引、激勵及挽留技術熟練與經驗豐富的人員為本集團的未來發展及擴張而努力（「二零一九年股份激勵計劃」）。

除非本公司董事會提前終止，否則二零一九年股份激勵計劃將自二零一九年八月二十九日起計十年期間有效。本公司董事會可決定受限制股份單位的歸屬標準、條件及時間表。

於二零二二年六月三十日，二零一九年股份激勵計劃項下有2,523,000個（二零二一年十二月三十一日：2,523,000個）受限制股份單位已獲歸屬並可行使。

為授出權益工具（受限制股份單位）而接受的服務的公平值於綜合損益表內確認為開支，增加部分於權益內確認。

本公司在二零一九年股份激勵計劃下儲備91,738,000股股份，於二零二二年六月三十日，在二零一九年股份激勵計劃下擁有65,248,000個尚未行使的受限制股份單位。悉數行使尚未行使的受限制股份單位（就本公司的現有資本架構而言）將致使本公司91,738,000股普通股由Wanka Legend Limited轉讓予本集團僱員。



## 18. SHARE-BASED PAYMENTS (continued)

### Post-IPO Share Option Scheme

On 3 November 2018, the Company adopted the post-IPO share option scheme to attract, retain and motivate employees, directors and other participants, and to provide a means of compensating them through the grant of options for their contribution to the growth and profits of the Group, and to allow such employees, directors and other persons to participate in the growth and profitability of the Group (the “Post-IPO Share Option Scheme”).

The Post-IPO Share Option Scheme will remain in force for a period of 10 years from 3 November 2018 and the options granted have a 10-year exercise period. The options may be vested over such period(s) as determined by the board of the Company in its absolute discretion subject to compliance with the requirements under any applicable laws, regulations or rules.

No share options have been granted or agreed to be granted under the Post-IPO Share Option Scheme during the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

## 19. ACQUISITION OF BUSINESS

On 1 April 2022, the Group acquired entire equity interests of Zhonghe Channels Management Co., Ltd. (中和渠道管理有限公司) (“Zhonghe”) for consideration of RMB5,560,000 (the “Acquisition”). Zhonghe is principally engaged in providing information technology development and related services to the financial institutions. In completing the Acquisition, the Group will quickly capture new business opportunities presented in the financial technology industry. The acquisition has been accounted for as acquisition of business using the acquisition method.

The purchase price has been allocated based on the estimated fair value of net assets acquired and liabilities assumed at the date of the acquisition.

## 18. 以股份為基礎的付款 (續)

### 首次公開發售後購股權計劃

於二零一八年十一月三日，本公司採納首次公開發售後購股權計劃（「首次公開發售後購股權計劃」），以吸引、挽留及激勵僱員、董事及其他參與者，並透過授出購股權酬謝彼等對本集團發展及溢利所作出的貢獻，以及令該等僱員、董事及其他人士參與本集團發展及盈利。

首次公開發售後購股權計劃將於二零一八年十一月三日起計十年內有效，及已授出購股權行使期為十年。購股權可於本公司董事會全權酌情釐定的期間歸屬，惟須遵守任何適用法律、規例或法規的規定。

截至二零二二年六月三十日止六個月，概無根據首次公開發售後購股權計劃授出或同意授出購股權（截至二零二一年六月三十日止六個月：無）。

## 19. 業務收購

於2022年4月1日，本集團以代價人民幣5,560,000元收購中和渠道管理有限公司（「中和」）的全部股權（「收購事項」）。中和主要面向金融機構從事提供資訊科技開發及相關服務。完成收購事項後，本集團將迅速獲得金融科技產業領域中新的商業機會。收購事項已使用收購法入賬為業務收購。

購買價已根據收購日期收購資產淨值及所承擔負債的估計公平值進行分配。

**19. ACQUISITION OF BUSINESS (continued)**

Details of the fair value of identifiable assets and liabilities, purchase consideration and goodwill recognised are as follows:

**19. 業務收購(續)**

可識別資產及負債的初步公平值、購買代價及所確認商譽的詳情如下：

		Fair value 公平值 (Unaudited) (未經審核) RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	2,976
Accounts receivable	應收賬款	19,403
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	2,969
Property, plant and equipment	物業、廠房及設備	86
Other intangible assets	其他無形資產	6,755
Deferred tax liabilities	遞延稅項負債	(1,677)
Accounts payable	應付賬款	(30,667)
Other payables and accruals	其他應付款項及應計費用	(707)
<b>Net liabilities acquired</b>	<b>收購負債淨值</b>	<b>(862)</b>
		(Unaudited) (未經審核) RMB'000 人民幣千元
Cash consideration paid	已付現金代價	5,560
Add: Fair value of net liabilities acquired	加：收購負債淨值的公平值	862
<b>Goodwill</b>	<b>商譽</b>	<b>6,422</b>
Net cash outflow arising on acquisition of a subsidiary: 收購一間附屬公司產生的現金流出淨額：		
Cash consideration paid	已付現金代價	5,560
Less: Cash and cash equivalents acquired	減：收購現金及現金等價物	(2,976)
		2,584

## 19. ACQUISITION OF BUSINESS (continued)

Acquisition-related costs amounting to RMB61,000 are excluded from the consideration transferred and have been recognised as an expense in the current period, within the administrative expenses in the interim condensed consolidated statement of profit or loss.

The fair value of accounts receivables and other receivables at the date of acquisition amounted to RMB19,403,000 and RMB1,040,000, respectively. The gross contractual amounts of those accounts receivables and other receivables acquired amounted to RMB19,403,000 and RMB1,040,000, respectively, at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

Goodwill arose in the acquisition of Zhonghe because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth and future market development. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for the identifiable intangible assets.

None of the goodwill arising on the acquisition is expected to be deductible for tax purposes.

Included in the profit for the period is RMB2,174,000 attributable to the additional business generated by Zhonghe. Revenue for the period includes RMB10,476,000 generated from Zhonghe.

## 19. 業務收購 (續)

人民幣61,000元與收購相關的成本已從已轉讓的代價中扣除，並已於本期間的中期簡明綜合損益表的行政開支中確認為一項開支。

於收購日期的應收賬款及其他應收款項的公平值分別為人民幣19,403,000元及人民幣1,040,000元。於收購日期，收購該等應收賬款及其他應收款項的總合約金額分別為人民幣19,403,000元及人民幣1,040,000元。於收購日期對預計不會收取的合約現金流量的最佳估計為零。

收購中和因合併成本包括一項控制溢價而產生商譽。此外，就合併所實際支付的代價包括與預期協同效應、收益增長及未來市場發展有關的金額。該等利益並無自商譽獨立確認，因為彼等並不符合可識別無形資產的確認標準。

已確認的商譽預期將無法就所得稅目的而作扣減。

期內溢利包括人民幣2,174,000元，歸因於中和產生的額外業務。期內收益包括中和產生的人民幣10,476,000元。

**19. ACQUISITION OF BUSINESS (continued)**

Had the acquisition been completed on 1 January 2022, revenue for the current period of the Group would have been RMB1,202,758,000, and profit for the current period of the Group would have been RMB58,056,000. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2022, nor is it intended to be a projection of future results.

In determining the 'pro-forma' revenue and profit of the Group had Zhonghe been acquired at the beginning of the current period, the directors calculated amortization of intangible assets acquired on the basis of the fair values arising in the initial accounting for the business combination rather than the carrying amounts recognised in the pre-acquisition financial statements.

**20. CONTINGENT LIABILITIES**

At the end of the reporting period, the Group did not have any significant contingent liabilities (31 December 2021: Nil).

**21. PLEDGE OF ASSETS**

Details of the Group's assets pledged for the Group's bank loans are included in notes 14 and 16 to the financial statements.

**22. CAPITAL COMMITMENTS**

At the end of the reporting period, the Group did not have any significant capital commitments (31 December 2021: Nil).

**19. 業務收購(續)**

倘收購於2022年1月1日完成，本集團期內收益將為人民幣1,202,758,000元，本集團期內溢利將為人民幣58,056,000元。備考資料僅供說明用途，未必反映本集團於2022年1月1日完成收購後所實際錄得的收益及經營業績，亦不擬作為未來業績的預測。

於釐定本集團的「備考」收益及溢利時（假設中和已於本月初被收購），董事已根據就業務合併採用初步會計處理所產生的公平值（而非根據收購前財務報表中已確認的賬面值）計量已收購無形資產攤銷。

**20. 或然負債**

於報告期末，本集團並無任何重大或然負債（二零二一年十二月三十一日：無）。

**21. 資產抵押**

本集團就本集團銀行貸款抵押的資產詳情載於財務報表附註14及16。

**22. 資本承擔**

於報告期末，本集團並無任何重大資本承擔（二零二一年十二月三十一日：無）。

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二二年六月三十日 30 June 2022

### 23. RELATED PARTY TRANSACTIONS

- (a) There were no related party transactions during the six months ended 30 June 2022 and 2021 except the details stated below.

As disclosed in note 16 to the interim condensed consolidated financial statements, during the six months ended 30 June 2022, the Group's bank loans of RMB165,000,000 were guaranteed by Mr. Gao.

During the six months ended 30 June 2021, the Group's bank loans of (i) RMB75,000,000 were guaranteed by Mr. Gao and Mr. ZHENG Wei, a non-executive director of the Company; (ii) RMB52,000,000 were guaranteed by Mr. Gao; and (iii) RMB5,000,000 were guaranteed by Mr. Gao and his spouse.

- (b) Compensation of key management personnel of the Group

### 23. 關聯方交易

- (a) 除下文載述詳情外，於截至二零二二年及二零二一年六月三十日止六個月並無關聯方交易。

誠如中期簡明綜合財務報表附註16所披露，於截至二零二二年六月三十日止六個月，本集團的銀行貸款人民幣165,000,000元由高先生擔保。

於截至二零二一年六月三十日止六個月，本集團銀行貸款(i)人民幣75,000,000元由高先生及鄭煒先生(本公司一名非執行董事)擔保；(ii)人民幣52,000,000元由高先生擔保；及(iii)人民幣5,000,000元由高先生及其配偶擔保。

- (b) 本集團主要管理人員的薪酬

		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	2,791	3,750
Pension scheme contributions	退休金計劃供款	132	153
Total compensation paid to key management personnel	向主要管理人員支付的薪酬總額	2,923	3,903

## 24. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments not measured at fair value at the end of the reporting period, other than those with carrying amounts that reasonably approximate to fair values largely due to the short term maturities of these instruments, are as follows:

### Financial liabilities

		Carrying amounts 賬面值	
		30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Financial liabilities included in other payables	計入其他應付款項的金融負債		
– current portion	– 即期部分	500	500
		500	500
		Fair values 公平值	
		30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Financial liabilities included in other payables	計入其他應付款項的金融負債		
– current portion	– 即期部分	500	500
		500	500

## 24. 金融工具的公平值及公平值層級

本集團並非按報告期末之公平值計量的金融工具(因到期期限較短而賬面值與公平值合理相若的工具除外)的賬面值及公平值如下：

### 金融負債

		Carrying amounts 賬面值	
		30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Financial liabilities included in other payables	計入其他應付款項的金融負債		
– current portion	– 即期部分	500	500
		500	500
		Fair values 公平值	
		30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Financial liabilities included in other payables	計入其他應付款項的金融負債		
– current portion	– 即期部分	500	500
		500	500

### 24. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Management has assessed that the fair values of pledged deposits, cash and cash equivalents, accounts receivable, accounts payable, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of financial liabilities included in other payables have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities (level 2).

There were no assets and liabilities measured at fair value as at 30 June 2022 and 31 December 2021.

### 25. APPROVAL OF THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The unaudited interim condensed consolidated financial information was approved and authorised for issue by the board of directors on 26 August 2022.

### 24. 金融工具的公平值及公平值層級 (續)

管理層在評估後認為，已抵押存款、現金及現金等價物、應收賬款、應付賬款、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用的金融負債及計息銀行借款的公平值主要因該等工具的到期期限較短而與其賬面值相若。

本集團的財務部門負責制定金融工具公平值計量的政策及程序。於各報告日期，財務部門均會分析金融工具的價值變動，並確定估值時所用的重大輸入數據。估值已經首席財務官審閱及批准。

金融資產及負債的公平值按自願雙方當前交易（強制或清算銷售除外）中該工具可換取的金額入賬。

估計公平值時已採用下列方法及假設：

計入其他應付款項的金融負債的非即期部分的公平值乃通過使用具有類似條款、信貸風險及剩餘期限的工具（第二層級）目前適用的比率貼現預期未來現金流量而計算得出。

於二零二二年六月三十日及二零二一年十二月三十一日，並無以公平值計量的資產及負債。

### 25. 批准未經審核中期簡明綜合財務資料

於二零二二年八月二十六日，董事會已批准並授權刊發未經審核中期簡明綜合財務資料。

<p><b>“associate(s)”</b> 「聯繫人」</p>	指	has the meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞的涵義
<p><b>“Audit Committee”</b> 「審核委員會」</p>	指	the audit committee of the Company 本公司審核委員會
<p><b>“Auditor”</b> 「核數師」</p>	指	BDO Limited, the auditor of the Company 本公司核數師香港立信德豪會計師事務所有限公司
<p><b>“Beijing Jinchi”</b> 「北京金池」</p>	指	Beijing Jinchi Guangxin Technology Co., Ltd. (北京金池廣信科技股份有限公司), a company incorporated under the laws of the PRC with limited liability on 13 May 2009, which holds 49% of the equity interests in Shanghai ChiLe 北京金池廣信科技股份有限公司，一家於二零零九年五月十三日根據中國法律註冊成立的有限公司，持有上海池樂 49% 股權
<p><b>“Board” or “Board of Directors”</b> 「董事會」</p>	指	the board of directors of our Company 本公司董事會
<p><b>“CG Code”</b> 「企業管治守則」</p>	指	the Corporate Governance Code set out in Appendix 14 to the Listing Rules 上市規則附錄十四所載的企業管治守則
<p><b>“China” or “PRC”</b> 「中國」</p>	指	the People’s Republic of China and, except where the context requires and only for the purpose of this annual report, references in this annual report to the PRC or China do not include Taiwan, Hong Kong or Macau 中華人民共和國，除文義另有所指及僅就本年報而言，本年報內所指的中國並不包括台灣、香港或澳門
<p><b>“Company”, “our Company”, “the Company”</b> 「本公司」</p>	指	Wanka Online Inc. (萬咖壹聯有限公司*), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 7 November 2014 and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1762) Wanka Online Inc. (萬咖壹聯有限公司*)，一家於二零一四年十一月七日根據開曼群島法律註冊成立的獲豁免有限公司，其股份於聯交所主板上市(股份代號：1762)



## DEFINITIONS

### 釋義

二零二二年六月三十日 30 June 2022

<b>“Consolidated Affiliated Entities”</b> 「合併聯屬實體」	指	the entity we control through the Contractual Arrangements, namely Shanghai ChiLe and Huanju Times, and their respective subsidiaries 我們透過合約安排控制的實體，即上海池樂及歡聚時代，及其各自附屬公司
<b>“Contractual Arrangements”</b> 「合約安排」	指	the series of contractual arrangements entered into by, among others Shanghai ChiLe and Huanju Times, our Consolidated Affiliated Entities and its shareholders, details of which are described in the section headed “Report of the Directors – Connected Transactions – Contractual Arrangements” of the 2021 annual report of the Company 由(其中包括)上海池樂及歡聚時代(我們的合併聯屬實體及其股東)訂立的一系列合約安排，有關詳情載述於本公司二零二一年年報「董事會報告－關連交易－合約安排」一節
<b>“Controlling Shareholders”</b> 「控股股東」	指	has the meaning ascribed to it under the Listing Rules and, in the context of this annual report, refers to Mr. Gao, Mr. Zheng, Wanka Media Limited and Countryside Tech Inc. 具有上市規則賦予該詞的涵義及，於本年報，乃指高先生、鄭先生、Wanka Media Limited 及 Countryside Tech Inc.
<b>“Director(s)”</b> 「董事」	指	the director(s) of our Company 本公司董事
<b>“Group”, “our Group”, “the Group”, “we”, “us”, or “our”</b> 「本集團」或「我們」	指	the Company, its subsidiaries and the Consolidated Affiliated Entities (the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the Contractual Arrangements) from time to time 本公司，其不時之附屬公司及合併聯屬實體(其財務業績已因合約安排綜合入賬列作本公司附屬公司)
<b>“HKFRS”</b> 「香港財務報告準則」	指	Hong Kong Financial Reporting Standards 香港財務報告準則
<b>“Hong Kong”</b> 「香港」	指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
<b>“Hong Kong dollars” or “HK dollars” or “HK\$”</b> 「港元」	指	Hong Kong dollars, the lawful currency of Hong Kong 港元，香港法定貨幣

<b>“Huanju Times”</b>		Huanju Shidai Culture Media (Beijing) Co., Ltd. (歡聚時代文化傳媒(北京)有限公司), a company established in the PRC on March 7, 2014, owned by Mr. Gao and Mr. Zheng as to 72% and 28% of its share capital, respectively
「歡聚時代」	指	歡聚時代文化傳媒(北京)有限公司，一家於二零一四年三月七日在中國成立的公司，高先生及鄭先生分別擁有其 72% 及 28% 股本
<b>“Listing Rules”</b>		the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
「上市規則」	指	香港聯合交易所有限公司《證券上市規則》(經不時修訂)
<b>“Main Board”</b>		the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
「主板」	指	聯交所運營的證券交易所(不包括期權市場)，獨立於聯交所 GEM 並與其並行運作
<b>“MHA”</b>		Mobile Hardcore Alliance, a network of seven Android smartphone manufacturers in China, namely Huawei, OPPO, vivo, Coolpad, Lenovo, Meizu and nubia
「硬核聯盟」	指	硬核聯盟，為中國七家安卓智能手機製造商網絡，即華為、OPPO、vivo、酷派、聯想、魅族及努比亞
<b>“Model Code”</b>		the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules
「標準守則」	指	上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》
<b>“Mr. Gao”</b>		Mr. GAO Dinan (高弟男), our chairman of the Board, executive Director, chief executive officer and one of our Controlling Shareholders
「高先生」	指	高弟男先生，我們的董事會主席、執行董事、首席執行官及我們的其中一名控股股東
<b>“Mr. Zheng”</b>		Mr. ZHENG Wei (鄭煒), our non-executive Director and one of our Controlling Shareholders
「鄭先生」	指	鄭煒先生，我們的非執行董事及我們的其中一名控股股東
<b>“Nomination Committee”</b>		nomination committee of the Company
「提名委員會」	指	本公司提名委員會

## DEFINITIONS

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二零二二年六月三十日 30 June 2022

<b>“Post-IPO Share Option Scheme”</b>		the share option scheme adopted by our Company on 3 November 2018, the principal terms of which are set out in the section headed “Report of the Directors – Post-IPO Share Option Scheme” of the 2021 annual report of the Company
「首次公開發售後購股權計劃」	指	本公司於二零一八年十一月三日採納的購股權計劃，其主要條款載述於本公司二零二一年年報「董事會報告－首次公開發售後購股權計劃」一節
<b>“Prospectus”</b>		the prospectus of the Company dated 11 December 2018 relating to its initial public offering
「招股章程」	指	本公司日期為二零一八年十二月十一日有關其首次公開發售的招股章程
<b>“Quick App(s)”</b>		mobile apps that allow instant usage without having to visit any app store or download anything, and are easier to develop than traditional mobile apps
「快應用」	指	允許即時使用的移動應用程序，無需訪問任何應用商店或下載任何內容，且比傳統移動應用程序更易於開發
<b>“Reporting Period”</b>		the six months ended 30 June 2022
「報告期」	指	截至二零二二年六月三十日止六個月
<b>“RMB”</b>		Renminbi, the lawful currency of PRC
「人民幣」	指	人民幣，中國法定貨幣
<b>“RSU(s)”</b>		restricted share units granted pursuant to the 2016 Share Incentive Scheme
「受限制股份單位」	指	根據二零一六年股份激勵計劃授出的受限制股份單位
<b>“SFO”</b>		the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
「證券及期貨條例」	指	香港法例第571章《證券及期貨條例》(經不時修訂、補充或以其他方式修改)
<b>“Shanghai ChiLe”</b>		Shanghai Chile Information Technology Co., Ltd. (上海池樂信息科技有限公司), a company incorporated under the laws of the PRC with limited liability on 18 June 2014, owned by Mr. Gao and Beijing JinChi as to 51.0% and 49.0% of its share capital, respectively
「上海池樂」	指	上海池樂信息科技有限公司，一家於二零一四年六月十八日根據中國法律註冊成立的有限公司，由高先生及北京金池分別擁有其 51.0% 及 49.0% 股本

<b>“Share(s)”</b>		ordinary share(s) in the share capital of our Company with a par value of US\$0.0000002 each
「股份」	指	本公司股本中每股面值 0.0000002 美元的普通股
<b>“Shareholder(s)”</b>		holder(s) of Share(s)
「股東」	指	股份持有人
<b>“Stock Exchange”</b>		The Stock Exchange of Hong Kong Limited
「聯交所」	指	香港聯合交易所有限公司
<b>“subsidiary(ies)”</b>		has the meaning ascribed to it under the Listing Rules
「附屬公司」	指	具有上市規則賦予該詞的涵義
<b>“substantial shareholder”</b>		has the meaning ascribed to it under the Listing Rules
「主要股東」	指	具有上市規則賦予該詞的涵義
<b>“United States,” “U.S.” or “US”</b>		the United States of America, its territories, its possessions and all areas subject to its jurisdiction
「美國」	指	美利堅合眾國，其領土、屬地及受其司法管轄的所有地區
<b>“US\$”</b>		United States dollars, the lawful currency of the United States
「美元」	指	美元，美國法定貨幣
<b>“%”</b>		per centum
「%」	指	百分比
<b>“2016 Share Incentive Scheme”</b>		the share incentive scheme adopted by the Company on 6 January 2016 which was amended, restated and replaced in its entirety by a restricted share unit scheme on 24 May 2018, the principal terms of which are set out in the section headed “Report of the Directors – 2016 Share Incentive Scheme” of the 2021 annual report of the Company
「二零一六年股份激勵計劃」	指	本公司於二零一六年一月六日採納的股份激勵計劃，於二零一八年五月二十四日以受限制股份單位計劃經全面修訂、重列及替換，其主要條款載於本公司二零二一年年報「董事會報告－二零一六年股份激勵計劃」一節
<b>“2019 Share Incentive Scheme”</b>		the share incentive scheme adopted by the Company on 29 August 2019, the principal terms of which are set out in the section headed “Report of the Directors – 2019 Share Incentive Scheme” of the 2021 annual report of the Company
「二零一九年股份激勵計劃」	指	本公司於二零一九年八月二十九日採納的股份激勵計劃，其主要條款載於本公司二零二一年年報「董事會報告－二零一九年股份激勵計劃」一節

\* for identification purposes only

\* 僅供識別

## DEFINITIONS

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二零二二年六月三十日 30 June 2022

*The English names of the PRC entities, PRC laws or regulations, and the PRC governmental authorities referred to in this interim report are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.*

*Certain amounts and percentage figures included in this interim report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them and figures rounded to the nearest thousand, million or billion may not be identical to figures that have been rounded differently to them.*

本中期報告所載中國實體、中國法律或法規以及中國政府機關的英文譯名均譯自中文名稱，以供識別。如有歧義，概以中文名稱為準。

本中期報告所載若干金額及百分比數字已約整。因此，若干表格所列總數未必等於其上數額的算術總和，約整至最接近千、百萬或十億的數字未必與按不同方式約整的數字相等。



**WANKAONLINE**  
**WANKA ONLINE INC.**  
萬咖壹聯有限公司\*